

170071504
THE COMPANIES ACT, 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

THE BRIGHTON MARINA COMPANY LIMITED*

(As altered by Special Resolutions passed
on the 25th day of October 1985
and on 30th July 1996)

1. The Name of the Company is "FILLFORE LIMITED"
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - (A) (i) To exercise powers identical in all respects to the powers conferred upon the Brighton Marina Company Limited by the Brighton Marina Act 1968 as amended by the Brighton Corporation Act 1970 and pursuant thereto or any further amendment modification variation replacement or re-enactment thereof to develop, lay out and construct the marina and the recreational, residential and other facilities and the road and harbour works described therein and to reclaim land from the sea as thereby provided all in or upon the site for those purposes as demised unto the Brighton Marina Company Limited under the terms of a Lease dated the 12th day of March 1980 made between Brighton Borough Council of the one part and Brighton Marina Company Limited of the other part pursuant to an Agreement for Lease dated 1st day of March 1972 between the Mayor, Aldermen and Burgesses of the County Borough of Brighton (1) and the Brighton Marina Company Limited (2) and all amendments alterations consents

* Name changed by special resolution dated 7th January 1986 from Fillfore Limited.



EDX *EC2IB00L* 190
COMPANIES HOUSE 8896

licences modifications or variations made or granted in respect thereof the said Lease and Agreement for Lease to be assigned to the Company by the Brighton Marina Company Limited with the consent of Brighton Borough Council

(ii) To carry on the business and trade of Marina, Port and Harbour Operators and to provide or procure the provisions of all services, matters and things necessary therefor and complementary, incidental or ancillary thereto either directly through the resources of the Company or by means of subsidiary companies formed for any such purposes or by concessionaires or otherwise howsoever

- (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (C) To erect, construct, lay down, enlarge, instal, alter, repair and maintain any buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (D) To apply for and take out, purchase or otherwise acquire and hold whether in the United Kingdom or elsewhere any patents, brevets d'invention, licences, concessions, copyrights, trade marks, trade names and the like rights, conferring an exclusive or non exclusive or limited right to use or publish any secret or other information which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property rights and information so acquired.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present

by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

- (K) To 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 for the time being the holding company of the Company or the Company's subsidiary as defined by section 736 of the Companies Act, 1985) or otherwise associated with the Company in business 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 to 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 to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (L) To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employee, or those of any subsidiary or holding company (as defined by Section 736 of the Companies Act 1985) or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to the Company's employees (other than Directors) with a view to enabling them to acquire shares in the Company or its holding company.
- (M) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

- (N) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (O) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any charters, decrees, rights, concessions, licences and privileges that may seem conducive to the Company's objects or any of them or to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (R) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company whose objects shall

include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertakings and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of the partnership, or in any other manner.
- (W) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital to be made except with the sanction (if any) for the time being required by law.
- (X) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (Y) To do all such things as are in the opinion of the Board of Directors incidental or conducive to the

above objects or any of them.

- (Z) To the extent that the same is permitted by law to give financial assistance for the purpose of the acquisition of shares in the Company and/or for the purpose of reducing or discharging a liability incurred for the purpose of any such acquisition and to give such assistance by any means howsoever permitted by law.

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 paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph 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 100 shares of £1.00 each.

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 out opposite our respective names.

| Names, Addresses and Descriptions of Sub- scribers | Number of Shares taken by each Subscriber |
|--|---|
|--|---|

| | |
|--|-----|
| MICHAEL RICHARD COUNSELL 15 Pembroke Road Bristol BS99 7DX Commercial Manager | ONE |
|--|-----|

| | |
|--|-----|
| CHRISTOPHER CHARLES HADLER 15 Pembroke Road Bristol BS99 7DX Commercial Manager | ONE |
|--|-----|

Dated the 21st day of February 1983

Witness to the above Signatures:-

ERROL SANDIFORD
15 Pembroke Road
Bristol BS99 7DX

Clerk