



Please do not  
write in this  
binding margin



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

\*Insert full name  
of Company

†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

THE COMPANIES ACTS 1948 TO 1980

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

Form No 4-a

# 412

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

For official use

Company number

111111

1784060

Name of Company

BRYANT MANAGEMENT SERVICES LIMITED

PAUL ROBERT WALKER of 10 NEWHALL STREET BIRMINGHAM B3 3LX

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court engaged in  
the formation of Bryant Management Services Limited

and that all the requirements of the Companies Acts 194 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 Hagley in the County  
of Hereford and Worcester

Signature of Declarant

the 13<sup>th</sup> day of December

One thousand nine hundred and eighty-three

before me Bryony A. Walker

~~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):

EVERSHED & TOMKINSON  
10 NEWHALL STREET  
BIRMINGHAM  
B3 3LX

P.Walker.9.ja

For official use  
New companies section

Post room



1784060

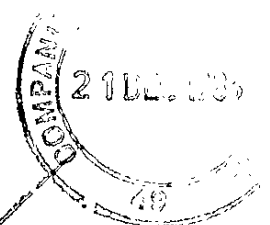
3

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

BRYANT MANAGEMENT SERVICES LIMITED



1. The name of the Company is BRYANT MANAGEMENT SERVICES LIMITED.

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

3.1 3.1.1 To manage any leasehold or freehold property whether belonging to the Company or not ("the Managed Property") either on its own account or as trustee nominee or agent of any other company or person either for the benefit of the Managed Property itself or the owners lessees or occupiers of the Managed Property and to collect rents service charges and incomes

3.1.2 To maintain repair alter improve decorate and furnish any flats garages gardens service areas lift systems appliances and common parts which are part of the Managed Property and to provide any appropriate service benefit amenity or convenience either for the benefit of the Managed Property itself or the lessees or occupiers of the Managed Property. Such matters may be done either for payment or not.

3.2 Either directly or indirectly (including, but without prejudice to the generality of the foregoing, through the medium of any one or more subsidiary or associated companies) to enter into, carry on, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, activities and businesses of every description and generally to do all such things whatsoever as, in the opinion of the Directors of the Company, may be advantageously carried on by the Company or are calculated directly or indirectly to

NW  
250  
077029



enhance the value of, or render profitable, any of the Company's property or rights.

- 3.3 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, patents, patent rights, licences, secret processes, 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.
- 3.4 To engage employ contract with and remunerate any person firm or company rendering services to the Company either by cash payment or otherwise as may be thought expedient
- 3.5 To effect and keep on foot policies of insurance against every kind of risk and liability affecting the Company and the property of the Company, and to effect and keep on foot insurances against accidents to the Company's directors employees or agents
- 3.6 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 undertaking 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.
- 3.7 To erect, construct, lay down, maintain, enlarge, alter, pull down, remove or replace all such buildings or other works or plant and machinery as may be necessary or convenient for the Company's business, and to contribute to or subsidise the doing of any such things.
- 3.8 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or a subsidiary (as defined by the said Section) of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business.
- 3.9 To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- 3.10 To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount and for such consideration and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, or any other securities which the Company has power to issue by way of mortgage and also by way of security for the performance of any contracts or obligations of the Company or other persons or corporations having dealings with the Company or in whose business or undertakings the Company is interested, whether directly or indirectly, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 3.11 To lend, invest and deal with the moneys of the Company upon such securities and in such manner as may from time to time be

determined and to advance money or give credit to such persons and on such terms as may seem expedient.

- 3.12 To receive money on deposit or loan upon such terms as the Company may approve and to give whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company.
- 3.13 To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or of any company which is for the time being the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company (each such expression being defined as aforesaid) or the dependants or connections of any of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions, insurances and other benefits for any such persons as aforesaid, their dependants or connections and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors of the Company, be calculated directly or indirectly to benefit the Company or its officers or employees or the officers or employees of any such holding company or subsidiary as aforesaid and to institute and maintain any club or other establishment or profit sharing or incentive scheme calculated to advance the interests of the Company or its officers or employees or the officers or employees of any such holding company or subsidiary as aforesaid.
- 3.14 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- 3.15 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.
- 3.16 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 or stock of any company or corporation with or without preferred or deferred 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.
- 3.17 To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- 3.18 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 of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- 3.19 To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of this Company.
- 3.20 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 may be made except with the sanction (if any) for the time being required by law.
- 3.21 To pay all or any of the incorporation and other preliminary expenses of the Company.
- 3.22 To do all or any of the above things in any part of the world and either as principals, agents, trustees, nominees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- 3.23 To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership, Government or any statutory, municipal or public body, any body corporate, association, syndicate or other body of persons, whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the order in which the same occur or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate distinct and independent 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. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

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 DESCRIPTIONS  
OF SUBSCRIBERS

Number of Shares taken  
by each Subscriber

✓  
ANDREW MACKENZIE  
12 Murdoch Road,  
Wokingham,  
Berkshire

*Andrew Mackenzie*

ONE ✓

Company Director ✓

PETER LESLIE WESTHORPE  
Wychbury,  
Powntley Copse,  
South Warnborough,  
Hampshire

*Peter Leslie Westhorpe*

ONE ✓

Company Director

---

DATED the 13<sup>th</sup> day of December 1983

WITNESS to the above signatures:

JOHN ROBERT JONES  
18 Petrel Croft  
Kempshott  
Basingstoke  
Hampshire

*J.R. Jones*

Marketing Manager

The Companies Acts 1948 to 1981

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COMPANY LIMITED BY SHARES

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ARTICLES of ASSOCIATION

of

BRYANT MANAGEMENT SERVICES LIMITED

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PRELIMINARY

1. The Articles hereinafter contained and, subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall constitute the regulations of the Company. In the case of any variation or inconsistency between these Articles and the regulations in Table A, the provisions of these Articles shall prevail.
2. Regulations 24, 53, 62, 75, 77, 79, 87 to 95 inclusive, 99, 106 and 136 of Table A shall not apply to the Company.
3. In regulation 1 of Table A, the words "and in Articles of Association adopting the same" shall be inserted after the word "regulations" and the sentence "Any reference to any statutory provision shall be deemed to include a reference to all and every statutory amendment, modification, re-enactment and extension thereof for the time being in force" shall be inserted at the end of such regulation.
4. In these Articles the expression "Controlling Company" means Bryant Homes Southern Limited (Number 1102616).

SHARES

5. 5.1 No share shall be issued or transferred to or held by any person other than the Controlling Company or a director or an employee of the Controlling Company or some other person expressly nominated for

the purpose by the Controlling Company in writing but subject thereto all the unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they think proper, subject to section 14 of the Companies Act 1980, and provided that no shares shall be issued at a discount.

- 5.2 The provisions of subsections (1), (6) and (7) of section 17 of the Companies Act 1980 shall not apply to the Company.

#### LIEN

6. In regulation 11 of Table A the words and brackets "(not being a fully paid share)" shall be omitted.

#### TRANSFER AND TRANSMISSION

7. 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.
8. In case any member being a Director shall cease from any cause to be a Director, any shares in the Company of any class held by him at the date he ceases to be a Director shall forthwith be transferred without any payment therefor to such person who is eligible to hold the shares as the Directors request and, unless such member or his personal representatives or other person entitled to execute a transfer thereof shall transfer such shares accordingly within fourteen days after the Directors shall have posted to him or them at such member's registered address a notice requesting such transfer, the Directors may appoint some person to execute an instrument of transfer of the shares held by such member.
9. The Directors may decline to register the transfer of any share other than a transfer which complies with Article 5 hereof and shall not be required or bound to state the reason for any refusal.

#### GENERAL MEETINGS

10. 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. One member holding more than one half in nominal value of the issued Ordinary share capital of the Company for the time being and present in person or by representative or proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save as aforesaid, two members present in person or by proxy or representative shall be a quorum.
11. Regulation 54 of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum"
12. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A.



## VOTES OF MEMBERS

Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member entitled to vote who (being an individual) is present in person or by proxy (not being himself a member) or (being a corporate body) is present by a representative or proxy (not being himself a member) shall have one vote and, on a poll, every member shall have one vote for each share of which he is the holder.

14. Any such resolution in writing as is referred to in regulation 73A of Table A may consist of several documents in a like form each signed by one or more of the members (or, being corporations, their duly authorised representatives) referred to in that regulation.

## DIRECTORS

15. In these Articles the expression "the Directors" means the directors for the time being of the Company or (as the context shall require) any of them acting as the Board of directors of the Company and the word "Director" shall unless the context otherwise requires be construed accordingly but neither expression shall include any Departmental Director (as hereinafter defined) who shall not be deemed to be a director of the Company for any purpose whatsoever.
16. Unless and until otherwise determined by the Company in general meeting, the number of the Directors shall not be less than two. The following persons only shall be eligible for appointment and for continuance in office as directors of the Company, namely:-
  - 16.1 any person who is a director of the Controlling Company for so long only as such person is a director of the Controlling Company; and
  - 16.2 any other person approved by the Board of directors of the Controlling Company for so long only as such person is so approved

The certificate of the Secretary or the Assistant Secretary (if any) of the Controlling Company as to whether or not any person (other than the person giving such certificate) is approved by the Board of directors of the Controlling Company shall be conclusive for all purposes under paragraph 15.2 of this Article. The names of the first Directors shall be determined in writing in accordance with section 21 of the Companies Act 1976.

17. A Director shall not be required to hold any share qualification but shall be entitled to receive notice of, and to attend and speak at, all general meetings of the Company.
18. The Controlling Company shall have power at any time and from time to time by notice in writing to the Company to appoint any person eligible under Article 15 to be a Director and to remove any Director from office but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
19. The Directors shall have power at any time, and from time to time, to appoint any person eligible under Article 15 to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

In addition and without prejudice to regulation 76 of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a director may be paid such extra remuneration by way of lump sum, salary, participation in profits or otherwise as the Directors may determine.

21. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.
22. 22.1 The Directors may from time to time appoint any manager or other officer or person in the employment of the Company to be a Departmental Director of the Company
- 22.2 A Departmental Director shall not be required to hold any share qualification.
- 22.3 The appointment of a person to be a Departmental Director shall not (save as otherwise agreed between him and the Company) affect the terms and conditions of his employment by the Company whether as regards duties, remuneration, pension or otherwise and his office as a Departmental Director shall be vacated if he becomes of unsound mind or bankrupt or suspends payment or compounds with his creditors or has an order made against him under section 188 of the Act, section 9 of the Insolvency Act 1976 or section 28 of the Companies Act 1976 or if he resigns his office or in the event of his ceasing to be in the employment of the Company in some capacity other than that of a Departmental Director or in the event of his being removed from office by a resolution of the Directors.
- 22.4 The appointment, removal and remuneration of any Departmental Director shall be determined by the Directors with full power to make such arrangements as the Directors may think fit and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of the Departmental Directors, excepting that no act shall be done that would impose any personal liability on any or all of the Departmental Directors except with his or their knowledge and consent.
- 22.5 In calculating the number to form a quorum at any meeting of the Directors any Departmental Directors present shall not be counted. A Departmental Director shall not be entitled to vote nor (except when expressly invited by the Directors to attend) to receive notice of or to attend at any Board Meeting.

#### BORROWING POWERS

23. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital 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 or of any third party.
24. In Regulation 80 of Table A, the expression "the Companies Acts 1948 to 1981 shall be substituted for the expression "the Act" wherever the same occurs.

## POWERS AND DUTIES OF DIRECTORS

- A Director may vote in respect of any contract or arrangement in which he is interested or upon any matter arising out of the same and may be counted in the quorum present at any meeting at which any such contract, arrangement or matter is proposed or considered and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, which paragraphs shall not apply to the Company.
- 26. The Directors shall not be required to sign their names in a book kept for the purpose of recording attendances at meetings and regulation 86 of Table A shall be modified accordingly.

## DISQUALIFICATION OF DIRECTORS

- 27. The office of a Director shall be forthwith vacated:-
  - 27.1 If by notice in writing to the Company he resigns the office of Director, not being precluded from so doing by any agreement between him and the Company.
  - 27.2 If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
  - 27.3 If he becomes of unsound mind.
  - 27.4 If he is removed from office by a resolution duly passed under section 184 of the Act.
  - 27.5 If he is prohibited from being a director by any order made under section 188 of the Act, section 9 of the Insolvency Act 1976 or section 28 of the Companies Act 1976.
  - 27.6 If he is removed from office under Article 18.
  - 27.7 If he ceases to be eligible under Article 16.

## ROTATION OF DIRECTORS

- 28. The Directors shall not be liable to retirement by rotation and accordingly the second sentence of regulation 97 of Table A shall not apply to the Company. Also in such regulation 97, the words "and without prejudice to the powers of the directors under regulation 95" shall be omitted.

## PROCEEDINGS OF DIRECTORS

- 29. The quorum necessary for the transaction of the business of the Directors shall be two of whom at least one shall be a director of the Controlling Company or his alternate.
- 30. A resolution in writing, signed by all the directors of the Company for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more of the Directors.

## NOTICES

- In regulation 131 of Table A, the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted.

## WINDING UP

- 32. In regulation 135 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

## INDEMNITY

- 33. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act or section 36 of the Companies Act 1980 in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by section 205 of the Act.

---

## NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

ANDREW MACKENZIE  
12 Murdoch Road,  
Wokingham,  
Berkshire  
Company Director



PETER LESLIE WESTHORPE  
Wychbury,  
Powntley Copse,  
South Warnborough,  
Hampshire  
Company Director

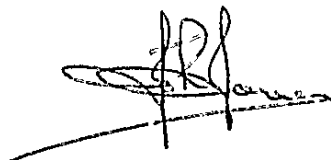


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Dated the 13<sup>th</sup> day of December 1983

WITNESS to the above signatures:

JOHN ROBERT JONES  
18 Petrel Croft  
Kempshott  
Basingstoke  
Hampshire



Marketing Manager

Certificate No.:

The Companies Acts 1948 to 1981

\_\_\_\_\_  
COMPANY LIMITED BY SHARES  
\_\_\_\_\_

MEMORANDUM

- and -

ARTICLES OF ASSOCIATION

-of-

BRYANT MANAGEMENT SERVICES LIMITED

\_\_\_\_\_  
Incorporated on  
\_\_\_\_\_

Evershed & Tomkinson  
Solicitors  
Birmingham B3 3LX



## 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 marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

Name of Company

Company number

1784060

5

BRYANT MANAGEMENT SERVICES

Limited\*

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

Cranmore House Cranmore Boulevard Shirley Solihull West Midlands B90 4SD

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

EVERSHED &amp; TOMKINSON

10 NEWHALL STREET

BIRMINGHAM B3 3LX

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 statementPresentor's name, address and  
reference (if any):EVERSHED & TOMKINSON  
SOLICITORS  
10 NEWHALL STREET  
BIRMINGHAM  
B3 3LX

Ref: P.Walker.9.ja

For official use  
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:

|                                                                    |                                           |                                           |                  |
|--------------------------------------------------------------------|-------------------------------------------|-------------------------------------------|------------------|
| Name (note 2)                                                      | ANDREW MACKENZIE                          | Business occupation                       | COMPANY DIRECTOR |
| Former name(s) (note 3)                                            |                                           | Nationality                               | BRITISH          |
| Address (note 4)                                                   | 12 MURDOCH ROAD<br>WOKINGHAM<br>BERKSHIRE | Date of birth (where applicable) (note 6) |                  |
| Particulars of other directorships (note 5)                        |                                           |                                           |                  |
| BRYAN DEVELOPMENTS LIMITED                                         |                                           |                                           |                  |
| I hereby consent to act as director of the company named on page 1 |                                           |                                           |                  |
| Signature                                                          |                                           | Date 13 December 1983                     |                  |

|                                                                    |                                                            |                                           |                  |
|--------------------------------------------------------------------|------------------------------------------------------------|-------------------------------------------|------------------|
| Name (note 2)                                                      | PETER LESLIE WESTHORPE                                     | Business occupation                       | COMPANY DIRECTOR |
| Former name(s) (note 3)                                            |                                                            | Nationality                               | BRITISH          |
| Address (note 4)                                                   | WYCHBURY<br>POWNILEY COPSE<br>SOUTH WARBOROUGH<br>HAMPHIRE | 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 13 December 1983                     |                  |

|                                                                    |  |                                           |  |
|--------------------------------------------------------------------|--|-------------------------------------------|--|
| 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

**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 note on page 4 before completing this part of the form

Please do not  
write in this  
binding margin



**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.

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)                                                  | JOHN PATRICK EDMUND DENNISON              |                              |
| Former name(s) (note 3)                                             |                                           |                              |
| Address (notes 4 & 7)                                               | 4 ELM GROVE<br>BALSALL COMMON<br>COVENTRY |                              |
| I hereby consent to act as secretary of the company named on page 1 |                                           |                              |
| Signature                                                           | <i>Jennison</i>                           | Date <i>13 December 1983</i> |

|                                                                     |  |      |
|---------------------------------------------------------------------|--|------|
| 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 *J. M. Skyring* [Subscriber] [Agent]† Date *13 December 1983*

Signature *A. R. Stothard* [Subscriber] [Agent]† Date *13 December 1983*



# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1784060

I hereby certify that

**BRYANT MANAGEMENT SERVICES 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 the Companies Registration Office,

Cardiff the

18TH JANUARY 1984

*D. M. Wilkie*  
MRS. D. M. WILKIE

an authorised officer

## THE COMPANIES ACTS 1948 TO 1976

## Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

Please do not  
write in this  
binding margin

To the Registrar of Companies

For official use

Company number

Name of company

16

1784060

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

BRYANT MANAGEMENT SERVICES LIMITED

Limited\*

\*delete if  
inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

**Important**  
The accounting  
reference date  
to be entered  
alongside  
should be  
completed as  
in the following  
examples:

Please mark X in the box below if a public company

Day Month  
3 1 0 5

31 March

Day Month

3 1 0 3

5 April

Day Month

0 5 0 4

31 December

Day Month

3 1 1 2

Signed

*P. Walker*

[Director]

[Secretary]

† Date

31 January 1984

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

EVERSHED & TOMKINSON  
SOLICITORS  
10 NEWHALL STREET  
BIRMINGHAM  
B3 3LX

Ref: P.Walker/9

For official use

General section

Post room



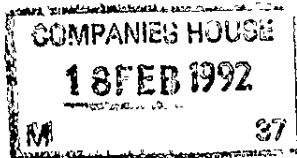
Company No: 1784060

PROPERTY ID: 10530 DOC.14



The Companies Act 1985

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

of

BRYANT MANAGEMENT SERVICES LIMITED

Passed 12th November, 1991

AT an extraordinary general meeting of the Company, duly convened and held on 12th November, 1991 the following resolution was duly passed as an special resolution:

RESOLUTION

That the name of the Company be changed to Retirement Care (BH) Limited.

*[Signature]*

00000002

250394

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1784060

I hereby certify that

BRYANT MANAGEMENT SERVICES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

RETIREMENT CARE (BH) LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 26 MARCH 1992

*P. Bevan*  
P. BEVAN

an authorised officer

G

225(1)

Notice of new accounting reference date given during the course of an accounting reference period



Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please do not write in this margin

1. To the Registrar of Companies  
(Address overleaf - Note 6)

Company number

1784060

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

Name of company

\* RETIREMENT CARE (BH) LTD

\* insert full name of company

2. 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

Day Month

3 1 0 3

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 1 0 3 1 9 9 2

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:  
The company is a [subsidiary][parent]† undertaking of

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

the accounting reference date of which is \_\_\_\_\_

5. If this notice is being given by a company which is subject to an administration order and this 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 the second part of section 225(4) 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.

6. Signed *W. Britcher*

Designation: *Secretary* Date *22 Jan 92*

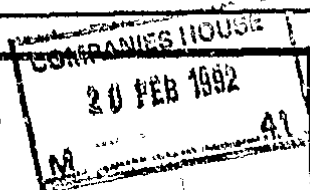
† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

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

MRS S J NICHOLSON  
Block B2 (5TH)  
TUBS HILL HOUSE  
LONDON ROAD  
SEVINGDALE  
KENT TN13 1DB  
0732 460664 EXT 130

For official use  
D.E.B.

Post room



THE COMPANIES ACTS 1985 AND 1989

---

A PRIVATE COMPANY LIMITED BY SHARES

---

COPY OF SPECIAL RESOLUTIONS

- of -

RETIREMENT CARE (BH) LIMITED

(passed on 25 November 1994)

---

Copy Resolutions of the type and in the terms specified below were passed by the members of the Company named above at their Extraordinary General Meeting duly convened and held at 79 New Cavendish Street, London W1M 8AQ on Friday 25 November 1994.

SPECIAL RESOLUTIONS

1. THAT the Company amend its Memorandum of Association by the adoption of an additional object in the terms set out below:

"To the extent that the same is permitted by law to give financial assistance for the purpose of acquisition of shares in the Company or any holding company of the Company for the time being (as defined by S736 of the Companies Act 1985) and to give such assistance by any means howsoever permitted by law".

2. THAT the Company be and is hereby authorised by the Company of financial assistance for the purpose of the proposed acquisition of the issued share capital and taking the form described in the Statutory Declaration of even date herewith and made by all the Company's Directors on Companies Form No 155(6)(a) (a copy of which together with the annexed report by the Company's auditors is available for inspection by the members at this meeting) be and is hereby approved and accordingly that the Company be and is hereby authorised to enter into a Corporate Guarantee and a Debenture and where appropriate Legal Charges and a deed of accession to the Inter Creditor Deed in favour of the Governor and Company of the Bank of Scotland ("the Bank") and a



Guarantee and a Debenture and (where appropriate) Legal Charges and the deed of accession in favour of 3i Group plc and TR Property Investment Trust Plc (together "the Investors") in the forms now provided to the meeting marked "A", "B", "C", "D", "E", "F", "G", "H" and "I" or in such substantially similar form as the Directors of the Company may in their discretion determine.

3. THAT each of the Directors of the Company is notwithstanding any interest or duty which he may have which might be in conflict with his duties as a Director of the Company, authorised to vote as a Director of the Company and shall be counted in the quorum at any meeting of the Company's Board of Directors, on any resolution or matter relating to the acquisition and financial assistance referred to in Resolutions 2 and 3 above and any transaction or matter incidental thereto, any provisions of the Company's Articles of Association to the contrary being suspended to the extent requisite to give effect to this Resolution.

4. THAT the execution delivery and performance of the Corporate Guarantee, Debenture and deed of accession in favour of the Bank and the Guarantee, Debenture and deed of accession in favour of the Investors is in the best interests of and for the benefit of the Company, there is full and fair consideration to the Company for its obligations under the each such document and the approval for the Company to enter into the each such document be and is hereby given, notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Companies Act 1985.

.....  
CHAIRMAN

# G

COMPANIES FORM No. 155(6)a

## Declaration in relation to assistance for the acquisition of shares

# 155(6)a

Please do not  
write in this  
margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

|  |  |  |  |
|--|--|--|--|
|  |  |  |  |
|--|--|--|--|

1784060

Name of company

\* RETIREMENT CARE (BH) LIMITED

Note  
Please read the notes  
on page 3 before  
completing this form

\*Insert full name  
of company

/Wet Brian Leader Cramer of 1 Hartsbourne Avenue, Bushey Heath,  
Herts WD2 1LP

†Insert name(s) and  
address(es) of all  
the directors

and Michael Kaufman of 7 Needham Road, London W11

§Delete as  
appropriate

~~the sole director~~ [all the directors]§ of the above company do solemnly and sincerely declare that:

The business of the company is:

‡Delete whichever  
is inappropriate

~~(a) that of a (recognised bank) (licensed institution)§ within the meaning of the Banking Act 1979†~~  
~~(b) that of a person authorised under section 2 or 4 of the Insurance Companies Act 1982 to carry on~~  
~~insurance business in the United Kingdom‡~~

(c) something other than the above‡

The company is proposing to give financial assistance in connection with the acquisition of shares in its holding company, Retirement Care Group Limited

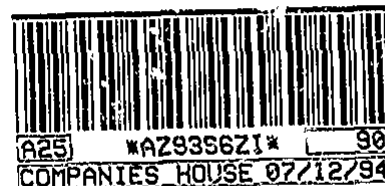
The assistance is for the purpose of [that acquisition]~~(reducing or discharging a liability incurred for the purpose of that acquisition)§~~

The number and class of the shares acquired or to be acquired is: 125,000 ordinary shares  
of £1 each, 198,560 preference shares of £1 each and 26,424 ordinary  
deferred shares of 1p each

Presenter's name, address and  
reference (if any):  
FORSYTE KERMAN  
79 New Cavendish Street  
London W1M 8AQ  
071-637 8566  
Ref: G24

For official use  
General Section

Post room





The assistance is to be given to: (note 2) R C (Holdings) Limited, 79 New Cavendish Street, London W1M 8AQ

Please do not  
write in  
this margin

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

The assistance will take the form of:

Please see Attachment A

The person who [has acquired] [~~will acquire~~]\* the shares is:

R C (Holdings) Limited, 79 New Cavendish Street, London W1M 8AQ

\*Delete as  
appropriate

The principal terms on which the assistance will be given are:

Please see Attachment B

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ N/A

The date on which the assistance is to be given is not later than 5 DECEMBER 19 94

Please do not  
write in  
this margin

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

Delete either (a) or  
(b) as appropriate

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]† (note 3)

~~(b) [It is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up] (note 3)~~

And I/we 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 79 New Cavendish Street  
London W1M 8AQ

the 25th day of November

One thousand nine hundred and 94

before me C. Shelley

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

Declarants to sign below

MS. [Signature]  
S. [Signature]

## NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

# Touche Ross



## Chartered Accountants

Touche Ross & Co  
Hill House  
1 Little New Street  
London EC4A 3TR

Telephone National 0171 936 3000  
International +44 171 936 3000  
Telex 884739 TRINDON G  
Fax (Sp 3) 0171 583 6517  
LDE DX 600

### Auditors' Report to the Directors of Retirement Care (BH) Limited ("the Company") pursuant to Section 156(4) of the Companies Act 1985.

We have examined the attached statutory declaration of the directors dated 25 November 1994 in connection with the proposal that the Company should give financial assistance for the purchase of the entire share capital of Retirement Care Group Limited.

#### Basis of Opinion

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

#### Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Chartered Accountants and Registered Auditors

25 November 1994



**Deloitte Touche  
Tohmatsu  
International**

Aberdeen, Bath, Belfast, Birmingham, Bournemouth, Bracknell, Bristol, Cambridge, Cardiff, Crawley, Darford, Edinburgh, Glasgow, Leeds, Leicester, Liverpool, London, Manchester, Milton Keynes, Newcastle upon Tyne, Nottingham and Southampton

Principal place of business at which a list of partners' names is available  
Stonecutter Court, 1 Stonecutter Street, London EC4A 4TR

Authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business

RETIREMENT CARE (BH) LIMITED

## Attachment A

the Company (inter alia) entering into:-

1. (a) a Guarantee a Debenture and Legal Charges each in favour of the Governor and Company of the Bank of Scotland ("the Bank") to guarantee the payment of:-

(i) all monies and liabilities due from the acquiring company to the Bank including interest, costs and other sums under a Facility Agreement made between the acquiring company and the Bank pursuant to which the Bank has made available to the acquiring company a secured guarantee and term loan facility of up to £3,800,000, a property acquisition facility of up to £500,000 and a working capital facility of up to £200,000 and which will include sums due under a counter indemnity made between the acquiring company and the Bank pursuant to the Facility Agreement; and

(ii) the obligations thereunder of all the other companies executing the Guarantee and Debenture (other than the Bank); and

- (b) a deed of accession to an Inter Creditor Deed dated 18 November 1994

all for the purpose (inter alia) of the acquisition of the shares mentioned above, the amount of the loan facility being repayable by half yearly instalments on 15 January and 15 July of each year until 15 October 2004, the first repayment to be made on 15 January 1996.

2. (a) a Subordinated Guarantee and Debenture in favour of 3i Group plc and TR Property Investment Trust plc (together "the Lenders") to guarantee the payment of:-

(i) all monies due including interest, costs and other sums under a subordinated Loan Agreement made between the acquiring company, the Lenders and 3i plc pursuant to which the Lenders have made available to the acquiring company a term loan of up to £2,800,000; and

(ii) the obligations thereunder of all the other companies executing the Subordinated Guarantee and Debenture (other than the Lenders and 3i plc)

(b) a deed of accession to an Inter Creditor Deed dated 18 November 1994

all for the purpose (inter alia) of the acquisition of the shares mentioned above, the amount of the term loan being repayable in full on 28 November 2004 the tenth anniversary of the first advance to the acquiring company by the Lenders.

RETIREMENT CARE (BH) LIMITED

Attachment B

as set out above.

The Guarantee and Debenture referred to at 1 above contains a legal mortgage over all the properties, assets (including (inter alia) goodwill and book debts) of the Company and a floating charge over all the Company's assets.

The Legal Charges referred to at 1 above will be given over each of the properties owned by the Company at the date of execution of the Senior Security Documents, together with an obligation to execute a legal charge over every property it acquires thereafter.

The Subordinated Guarantee and Debenture referred to at 2 above contains fixed and floating charges over all the assets of the Company.

1784060

# FINLEY & PARTNERS

Chartered Accountants

Tubs Hill House  
London Road  
Sevenoaks  
Kent TN13 1BL

Tel: 0732 457676  
Fax No: 0732 740432

Your reference

Our reference

ACN/BC

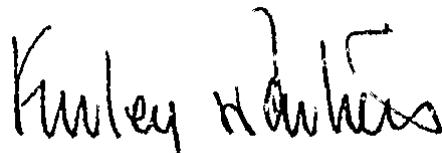
23rd November 1994

The Directors  
Retirement Care (BH) Limited  
Tubs Hill House  
London Road  
SEVENOAKS  
Kent

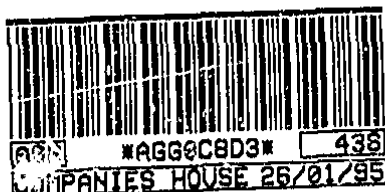
Dear Sirs

We write to inform you that we hereby resign as Auditors to the Company with effect from today's date.

Yours faithfully



Finley & Partners



P J Hedges A C Nicholl C N Pomeroy

Registered to carry on audit work and authorised to carry on investment business by the Institute of Chartered Accountants in England and Wales.