

No. 2139428

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

CANVASLAKE LIMITED

Incorporated 10th June 1987



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

CANVASLAKE LIMITED

1. The name of the Company is "CANVASLAKE 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 manage the building known as 15/17 Draycott Avenue, London, SW3 comprising twelve flats and to supply to the lessees and occupiers of such flats such services as are mentioned in the respective leases of such flats.
 - (B) To exercise the functions of a Residents Association and Management Company formed to safeguard and promote the common interest of the residents of such building as aforesaid.
 - (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 or as are calculated to enhance the value, amenities and beneficial advantage of such building as aforesaid.
 - (E) To purchase take on lease or otherwise acquire all or any part of such building as aforesaid and its curtilage or easements or other rights over or in respect of all or any part of the same (with power to negotiate or accept any modifications of or deletion from any lease, grant or agreement of or affecting the same) and to sell or otherwise dispose of any property or rights for the time being belonging to the Company which it shall not be deemed expedient to retain for the benefit of the members of the Company.

* Objects amended by Resolution passed 22nd July 1987

(F) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.

(G) To sell, lease, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.

(H) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.

(I) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.

(J) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each. No person shall be admitted to membership of the Company other than the subscribers hereto and persons for the time being holding under the leases of the flats in such building as aforesaid. Section 17 of the Companies Act 1985 shall not apply to this clause.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
<p>SUNDER MANSUKHANI 183-185 Bermondsey Street, London, SE1 3UW.</p>	<p>ONE</p>
<p>JOHN P. DENCH 183-185 Bermondsey Street, London, SE1 3UW.</p>	<p>ONE</p>

DATED 2nd April 1987.

WITNESS to the above signatures :-

MANZOOR M. SHAIKH
183-185 Bermondsey Street,
London, SE1 3UW.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES.

Articles of Association

OF

CANVASLAKE LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A as prescribed pursuant to Section 8 of the Companies Act 1985 and as in force at the date of incorporation of the Company (hereinafter called "Table A") shall apply to the Company.

2. Regulations 8, 24, 64, 94, 95 and 96 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company. Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of incorporation of the Company.

3. In these Articles :-

- (a) "the Building" means any building comprising flats and designated by special resolution as being the Building for the purposes of these Articles;
- (b) "the Estate" means the flats comprised in the Building;
- (c) "Flat" means one of the flats in the Estate;
- (d) "Owner" means the lessee for the time being of a Flat;
- (e) "Ordinary Share" means the share in the Company which is acquired by the Owner on the occasion of the grant or assignment to him of a lease of a Flat.

SHARES

4. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit subject to the provisions of Article 6 of these Articles and provided that no shares shall be issued at a discount.

5. Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities.

6. No person except an Owner shall be registered as the owner of an Ordinary Share and no Owner shall be registered as the holder of more than one Ordinary Share for each Flat of which he holds the lease.

7. The directors shall be bound to register :-

- (a) a transfer by an Owner of his Ordinary Share to an assignee of the lease of his Flat;
- (b) as a member any person who has by reason of the death bankruptcy or insolvency of a member become entitled to the member's Ordinary Share and has vested in him the member's lease of his Flat;
- (c) a transfer by a mortgagee of any Ordinary Share to a purchaser from such mortgagee under his power of sale of the Flat in respect of which such Ordinary Share was charged to the mortgagee.

LIEN

8. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER AND TRANSMISSION OF SHARES

9. If a member fails to transfer his Ordinary Share to an assignee of the lease of the Flat of which he is the Owner

within one month of the date of the relevant assignment of the lease the directors shall be entitled by resolution to appoint some person to be the attorney of such member to execute the transfer of such Ordinary Share to such assignee for its nominal value and the Company shall upon receiving the purchase price from the assignee register such transfer and thereupon the transferee shall become a member in place of the previous holder of such Ordinary Share.

GENERAL MEETING

10. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company.

DIRECTORS

11. Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one nor more than seven. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. A director shall not require any share qualification.

12. The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under Section 10(2) of the Act.

ROTATION OF DIRECTORS

13. In regulation 73 of Table A, after the words "the number nearest to" shall be inserted the words "but not exceeding" and all the words after the semi-colon shall be omitted.

PROCEEDINGS OF DIRECTORS

14. A director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

SECRETARY

15. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under Section 10(2) of the Act.

INDEMNITY

16. In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of section 310 of the Act every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names and Addresses of Subscribers

SUNDER MANSUKHANI
183-185 Bermondsey Street,
London, SE1 3UW.

JOHN P. DENCH
183-185 Bermondsey Street,
London, SE1 3UW.

DATED 2nd April 1987.

WITNESS to the above signatures :-

MANZOOR M. SHAIKH
183-185 Bermondsey Street,
London, SE1 3UW.