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COMPANIES FORM No. 12

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

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

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--

Name of company

* Yorkshire Financial Services Limited

* insert full
name of Company

I, Philip Anthony Ireland

of 3 Carr Green Lane, Rastrick, Brighouse, West Yorkshire. HD3 3LT

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]† and a [person named as director or secretary of the company in the statement delivered to the registrar under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the above company and of matters precedent and incidental to it 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 128 Sunbridge Road
Bradford BD1 2AT

Declarant to sign below

the 12th day of May

One thousand nine hundred and eighty-seven
before me Sarali



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

SARALI A.A. (Oxon)
COMMISSIONER FOR OATHS

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

Mr. P.A. Ireland,
Yorkshire House,
Westgate,
Bradford,
West Yorkshire. BD1 2AU

For official Use
New Companies Section

Post room




The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5TS

Companies G12

4-86 BHAM
5017173

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COMPANIES FORM No. 10

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

*Insert full name
of company

Name of company

• Yorkshire Financial Services Limited

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

Yorkshire House, Westgate,

Bradford, West Yorkshire. BD1 2AU

Postcode

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

Postcode

Number of continuation sheets attached (see note 1)

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

For official use

General Section

Post room

COMPANIES REGISTRATION

13 MAY 1987

M

OFFICE

The names and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows

Please do not
write in
this margin

*Enter particulars
of other
directorships
held or previous
held (see note 2)
If this space is
insufficient use
continuation sheet

Name (note 3) <u>Harry William Davies</u>		Business occupation <u>Deputy General Manager</u>
Previous name(s) (note 3) <u>-</u>		Nationality <u>British</u>
Address (note 4) <u>63 Vicarage Road, Formby,</u> <u>Merseyside.</u>		Date of birth (where applicable) (note 6)
Postcode <u></u>		
Other directorships† <u>Yorkshire Estate Agency Limited</u> <u>Yorkshire Homebuyers Services Limited</u> <u>Yorkshire Insurance Services Limited</u> <u>Yorkshire Key Services Limited</u> <u>Yorkshire Investment Services Limited</u>		
I consent to act as director of the company named on page 1		
Signature <u>[Signature]</u>		Date <u>12 May 1987</u>

Name (note 3) <u>Philip Anthony Ireland</u>		Business occupation <u>Asst. General Manager and Secretary</u>
Previous name(s) (note 3) <u>-</u>		Nationality <u>British</u>
Address (note 4) <u>3 Carr Green Lane, Rastrick,</u> <u>Brighouse, West Yorkshire.</u>		Date of birth (where applicable) (note 6)
Postcode <u>HD3 3LT</u>		
Other directorships† <u>Yorkshire Estate Agency Limited</u> <u>Yorkshire Homebuyers Services Limited</u> <u>Yorkshire Insurance Services Limited</u> <u>Yorkshire Key Services Limited</u> <u>Yorkshire Investment Services Limited</u>		
I consent to act as director of the company named on page 1		
Signature <u>[Signature]</u>		Date <u>12 May 87</u>

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
Postcode		
Other directorships†		
I consent to act as director of the company named on page 1		
Signature		Date

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

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

Name (notes 3 & 7)		Philip Anthony Ireland	
Previous name(s) (note 3)			
Address (notes 4 & 7)		3 Carr Green Lane, Rastrick, Brighouse, West Yorkshire.	
		Postcode	HD3 3LT
I consent to act as secretary of the company named on page 1			
Signature		Date 12 May 87	

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

Delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	Date
---	------

Delete if the form is
signed by an agent
on behalf of the
subscribers

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them

Signed	B. David	Date	12 May 1987
Signed	Philip Anthony Ireland	Date	12 May 87
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

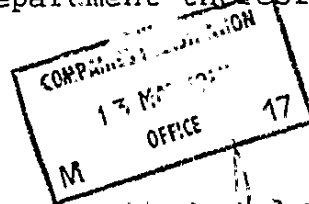
OF

YORKSHIRE FINANCIAL SERVICES LIMITED

2139872

1. The name of the Company is "YORKSHIRE FINANCIAL SERVICES LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :
 - (a) to carry on business as insurance brokers and agents, and underwriting agents in all classes of insurance and as insurance advisers, consultant assessors, valuers, surveyors and average adjusters and mortgage brokers, and to arrange for the provision of services relating to the acquisition and disposal of investments and to undertake the provision of hire purchase and credit sale finance and, with or without security and whether or not at interest, to lend money to individuals and to arrange for the provision of credit on behalf of the borrower or the person providing credit and to act as factors and to establish and manage pension schemes and unit trust schemes for the provision of pensions and for personal equity plans and to act as pensions advisers.
 - (b) to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in sub-clause (a) above or calculated directly or indirectly to benefit the Company in any way;
 - (c) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any land, buildings, easements, rights, privileges, concessions, licences, machinery, 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;

BAEAAE



- (d) to borrow or raise or secure the payment of money in such manner as the company shall think fit 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;
- (e) 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;
- (f) 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 or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (g) to sell, improve, manage, develop, turn to account, exchange, let on rent, grant 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;
- (h) to subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company;
- (j) to do all such things as are incidental or conducive to the objects or any of them;

provided that nothing in this Memorandum shall permit the Company at any time when it is a subsidiary (as defined by the Companies Act 1985) of a building society:

- (i) to carry on any activities other than those which it is within the powers of that building society to carry on, whether by itself or through a subsidiary; nor

(iii) to invest in or support any other body corporate except one whose objects do not permit it to invest in or support other bodies corporate, nor to carry on any activities other than those which it is within the powers of that building society to carry on, whether by itself or through a subsidiary;

and for the purpose of this proviso "building society", "invest in", "support" and "bodies corporate" have the same meanings as they have for the purposes of the Building Societies Act 1986.

It is hereby declared that each of the paragraphs (a) to (j) of this clause shall be regarded as specifying separate and independent objects and so shall not be limited by reference to or inference from any other paragraph or from the name of the Company apart from the over-riding effect of the foregoing proviso.

4. The liability of the members is limited.

5. The capital of the Company is £100 divided into one hundred shares of £1 each.

We, the several persons whose names, addresses, and descriptions are hereunto 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

B. W. Davies,
53 Vicarage Road,
Formby,
Merseyside

ONE

B. W. Davies

Deputy General Manager

P. A. Ireland,
3 Carr Green Lane,
Rastrick,
Brighouse
HD6 3LT

ONE

P. A. Ireland

Solicitor

DATED this 12th day of May

1987

WITNESS to the above Signatures:-

Brian Jones

Director & General Manager

Coach Cottage

7 Hebers Grove

Ilkley.

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF YORKSHIRE FINANCIAL SERVICES LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not

being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

(c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of any offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

5. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in

the case of special business and Clause 36 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at any 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 Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(b) 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 Directors and to the Auditors for the time being of the Company.

6. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting 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 General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(c) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

7. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(11) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

ALTERNATE DIRECTORS

9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

12. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

13. (a) Every Director or other officer of the Company shall 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 judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act 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 or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

14. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

B.W. Davies,
53 Vicarage Road,
Formby,
Merseyside.

B.W. Davies

P.A. Ireland,
3 Carr Green Lane,
Rastrick,
Brighouse,
West Yorkshire.
HD6 3LT

P.A. Ireland

DATED this

12th day of *May*

1987

WITNESS to the above signatures:-

Brian Jones
Director & General Manager
Boach Cottage.
7 Hebers Grove
St. Helen.

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2139872

I hereby certify that

YORKSHIRE FINANCIAL SERVICES LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 11 JUNE 1987

an authorised officer

G

COMPANIES FORM NO. 224

224

Notice of accounting reference date (to be delivered within 6 months of incorporation)

Part 22 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

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2139872

Name of company

YORKSHIRE FINANCIAL SERVICES LIMITED

gives notice that the 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

For a company
incorporated in
Great Britain
or Northern Ireland
the date on which
the accounting reference
period is to be treated as
coming to an end in each
successive year is as shown below:

Day Month

3	1	1	2
---	---	---	---

For a company
incorporated in
Great Britain
or Northern Ireland
the date on which
the accounting reference
period is to be treated as
coming to an end in each
successive year is as shown below:

0	5	0	4
---	---	---	---

For a company
incorporated in
Great Britain
or Northern Ireland
the date on which
the accounting reference
period is to be treated as
coming to an end in each
successive year is as shown below:

3	0	0	6
---	---	---	---

For a company
incorporated in
Great Britain
or Northern Ireland
the date on which
the accounting reference
period is to be treated as
coming to an end in each
successive year is as shown below:

3	1	1	2
---	---	---	---

Signed

Designation: Secretary

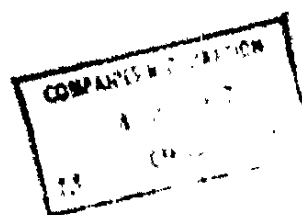
Date 26.6.87

Presenter's name address and
reference (if any)

Mr. J. A. Ireland,
Yorkshire Building Society,
1, The Quadrant,
Leeds LS1 3AB

For official Use
General Section

Post room



SCOTSDALE FINANCIAL SERVICES LIMITED

Company Number: ~~2139872~~

2139872

Special Resolution

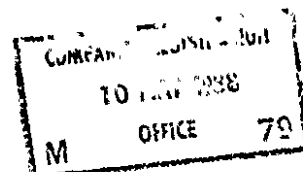
At the Annual General Meeting of the above company which was held on 25th April 1988 the following resolution was passed as a special resolution:-

"That in accordance with Section 252 of the Companies Act 1985 the Company, being a dormant company under that Section, shall be exempt from the obligation to appoint auditors as otherwise required under Section 384 of the said Act."

Signed

Mr. P. A. Ireland - Secretary

Dated this 29th day of April 1988



YORKSHIRE FINANCIAL SERVICES LIMITED

Company Number: 2139872

Special Resolution

At the Annual General Meeting of the above company which was held on 21st April 1989 the following resolution was passed as a special resolution:-

"That in accordance with Section 252 of the Companies Act 1985 the Company, being a dormant company under that Section, shall be exempt from the obligation to appoint auditors as otherwise required under Section 384 of the said Act."

Signed 

Mr. P. A. Ireland - Secretary

Dated this 22nd day of April 1989



YORKSHIRE FINANCIAL SERVICES LIMITED

Company Number 2139872

BALANCE SHEET AS AT 31 DECEMBER 1988

	1988	1987
	£	£
ASSETS		
Debtors	2	2
	—	—
SHARE CAPITAL		
- Authorised 100 Ordinary shares of £1 each		
- Issued and fully paid	2	2
	—	—

Throughout the year the company was dormant within the meaning of Section 252 of the Companies Act 1985.

The company is not considered to be an insurance company within the meaning of Part II of the Insurance Companies Act 1982.


B W Davies


P A Ireland

Directors

30 March 1989





Notice of increase in nominal capital

123

Please do not
delete or
alter in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

2139872

Name of company

Y. BESHIRE FINANCIAL SERVICES LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company

dated 5th February 1990 the nominal capital of the company has been
increased by £ 200,000 beyond the registered capital of £100

§ the copy must be
printed on or some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

in pro rata pari passu with existing nominal capital of the Company.

Please tick here if
continued overleaf

--

* delete as
appropriate

Signed

[Signature]

[Director][Secretary]† Date 5th March 1990

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

Yorkshire Building Society,
Yorkshire House,
Westgate,
Bradford,
BD1 1AU
CROFT PAUL/ALF

For official Use
General Section

Post room

COMPANIES HOUSE

16 MAR 1990

M

66

YORKSHIRE FINANCIAL SERVICES LIMITED

(Company Number: 2139872)

ORDINARY RESOLUTION

I hereby certify that the following ordinary resolution was passed at an Extraordinary General Meeting of the Company on 8th March 1990.

"That the nominal capital of the company be and is hereby increased to £1,000,000 to be divided into 1,000,000 shares of £1.00 each and that the increased capital rank pari passu with the existing share capital and that the Directors are generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise for a period of five years from the date of the passing of the resolution all the powers of the Company to allot relevant securities up to the amount of the nominal capital of £1,000,000 and the Directors may, after that period, make offers or agreements of the kind referred to in subsection (7) of the above mentioned Section. The authority given in this resolution varies the authority stated in Article 2(d) of the Company's Articles of Association.

.....
P. A. Ireland
Director

8th March 1990



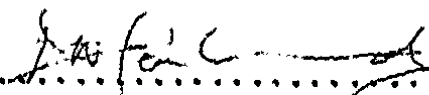
YORKSHIRE FINANCIAL SERVICES LIMITED

(Company Number: 2139872)

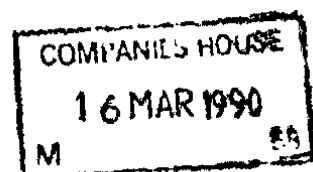
SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at an Extraordinary General Meeting of the Company on 8th March 1990.

"That the main objects of the Company as set out in its Memorandum be and are hereby amended by the substitution of the attached proposed new clauses 3(a) and (b) for the existing clause 3(a) and that the remaining clauses be re-lettered accordingly.

..........
P. A. Ireland
Director

8th March 1990



PROPOSED AMENDMENTS TO
MEMORANDUM OF ASSOCIATION OF
YORKSHIRE FINANCIAL SERVICES LIMITED

- * (a) to carry on the business of deposit-taking in Guernsey.

- * (b) to carry on the business of bankers; lenders of money (with or without security) and providers of credit and arrangers of the same; providers of all kinds of financial services; to acquire, hold and dispose of debts; to acquire hold issue, dispose of, deal and invest in all kinds of financial instruments, stocks, shares, bonds, futures, certificates of deposit, debentures and other securities issued by any company, organisation or government and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.

2139672

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

YORKSHIRE FINANCIAL SERVICES LIMITED

1. The name of the Company is "YORKSHIRE FINANCIAL SERVICES LIMITED".

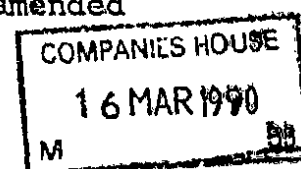
2. The registered office of the Company will be situate in England.

The objects for which the Company is established are :

- * (a) to carry on the business of deposit-taking in any part of the world except in the United Kingdom;
- * (b) to carry on the business of bankers; lenders of money (with or without security) and provider of credit and arrangers of the same; providers of all kinds of financial services; to acquire, hold and dispose of debts; to acquire, hold, issue, dispose of, deal and invest in all kinds of financial instruments, stocks, shares, bonds, futures, certificates of deposit, debentures and other securities issued by any company, organisation or government and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof;
- (c) to carry on any other business which may seem to the company capable of being conveniently carried on in connection with the objects specified in sub-clause (a) and (b) above or calculated directly or indirectly to benefit the Company in any way;
- (d) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any land, buildings, easements, rights, privileges, concessions, licences, machinery, 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;

* The Company changed the objects clauses so marked by way of special resolution passed on 8th March 1990.

The lettering of the remaining sub-clauses were amended accordingly.



- to borrow or raise or secure the payment of money in such manner as the company shall think fit 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 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;
- (g) 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 or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (h) to sell, improve, manage, develop, turn to account, exchange, let on rent, grant 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;
- (i) to subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company;
- (j) to do all such things as are incidental or conducive to the objects or any of them;

provided that nothing in this Memorandum shall permit the Company at any time when it is a subsidiary (as defined by the Companies Act 1985 (as amended)) of a building society:

- (i) to carry on any activities other than those which it is within the powers of that building society to carry on, whether by itself or through a subsidiary; nor
-

to invest in or support any other body corporate except one whose objects do not permit it to invest in or support other bodies corporate, nor to carry on any activities other than those which it is within the powers of that building society to carry on, whether by itself or through a subsidiary;

and for the purpose of this proviso "building society", "invest in", "support" and "bodies corporate" have the same meanings as they have for the purposes of the Building Societies Act 1986.

It is hereby declared that each of the paragraphs (a) to (j) of this clause shall be regarded as specifying separate and independent objects and so shall not be limited by reference to or inference from any other paragraph or from the name of the Company apart from the overriding effect of the foregoing proviso.

4. The liability of the members is limited.

5. The capital of the Company is £1,000,000 divided into one * million shares of £1.00 each.

RESOLUTIONS

* The capital of the Company was increased to £1,000,000 from £100 by way of an ordinary resolution passed on 8th March 1990.

JOE HIRE FINANCIAL SERVICES LIMITED

Company Number: 2139872

Special Resolution

At the Annual General Meeting of the above company which was held on 7th March 1990 the following resolution was passed as a special resolution:-

"That in accordance with Section 252 of the Companies Act 1985 the Company, being a dormant company under that Section, shall be exempt from the obligation to appoint auditors as otherwise required under Section 384 of the said Act."

Signed 

Mr. P. A. Ireland - Secretary

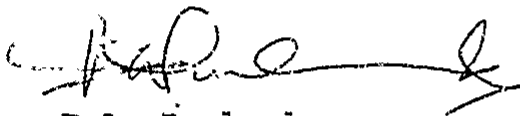
Dated this 7th day of March, 1990

YORKSHIRE FINANCIAL SERVICES LIMITED

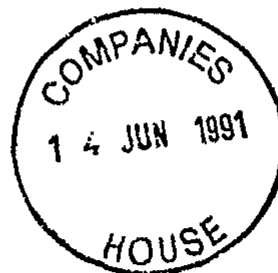
COMPANY NUMBER 2139872

I hereby certify that at the Annual General Meeting of the Company held on 8th April 1991 the following Elective Resolutions were unanimously resolved:-

- (i) That pursuant to Section 366A of the Companies Act 1985 the Company dispenses with the holding of annual general meetings.
- (ii) That pursuant to Section 252 of the Companies Act 1985 the Company dispenses with the laying of accounts and reports before the Company in general meeting.



P.A. Ireland
Secretary
9th April 1991



MINUTES OF THE FOURTH ANNUAL GENERAL MEETING OF
YORKSHIRE FINANCIAL SERVICES LIMITED HELD ON 8TH
APRIL 1991 AT YORKSHIRE HOUSE, WESTGATE, BRADFORD

Present:-

Mr P.A. Ireland (Chairman)
Mr D.F. Roberts representing Yorkshire Building Society

1. Mr Ireland produced the audited Report and Financial Statement for the year ended 31st December 1990 AND IT WAS RESOLVED that the accounts as produced be received and adopted.
2. The following Elective Resolutions were each unanimously resolved:-
 - (i) That pursuant to section 366A of the Companies Act 1985 the Company dispenses with the holding of annual general meetings.
 - (ii) That pursuant to section 252 of the Companies Act 1985 the Company dispenses with the laying of accounts and reports before the Company in general meeting.



.....

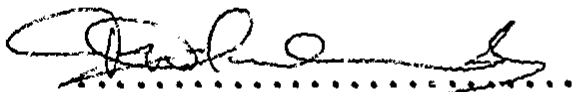
P.A. Ireland
Secretary
9th April 1991

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 4th Annual General Meeting of Yorkshire Financial Services Limited will be held on 8th April 1991 at Yorkshire House, Westgate, Bradford for the following purposes:-

1. To receive the accounts for the year ended 31st December 1990
2. To consider, and if thought fit, to pass the following two Elective Resolutions:-

- (i) "That pursuant to section 366A of the Companies Act 1985 the Company dispenses with the holding of annual general meetings."
- (ii) "That pursuant to section 252 of the Companies Act 1985 the Company dispenses with the laying of accounts and reports before the Company in general meeting."



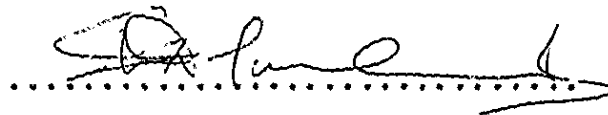
P.A. Ireland
Secretary
11th March 1991

MINUTES OF A MEETING OF DIRECTORS OF
YORKSHIRE FINANCIAL SERVICES LTD HELD
AT YORKSHIRE HOUSE, WESTGATE, BRADFORD
ON 19th FEBRUARY 1991

Present:-

Mr P.A. Ireland
Mr D.F. Roberts
Mr D. Anderson

1. Mr Ireland chaired the Meeting.
2. Mr Ireland presented to the Meeting the Accounts for the year ended 31st December 1990 which were accepted and signed by Mr B.W. Davies and Mr P.A. Ireland.
3. It was agreed to propose at the forthcoming Annual General Meeting Elective Resolutions to dispense with the requirement to hold Annual General meetings and the laying of accounts before the company in general meeting.
4. There being no further business the Meeting was closed.

A handwritten signature in dark ink, appearing to read 'P.A. Ireland', is written over a horizontal dotted line.

P.A. Ireland

NC
27 SEP 1993
£50 FEE PAID
COMPANIES
HOUSE

YORKSHIRE FINANCIAL SERVICES LIMITED

COMPANY NUMBER 2139872

CERTIFIED COPY OF A SPECIAL RESOLUTION

At an Extraordinary General Meeting of Yorkshire Financial Services Limited held on 23rd September 1993 the following resolution was passed as a special resolution:-

"That the name of the Company be changed to Yorkshire Limited."

Signed La R. Hupworth

J R Hepworth,
Secretary.

Dated 24th September, 1993.

10-10-68

COMPANIES
PR10
25 SEP 1993
HOUSE

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2139872

I hereby certify that

YORKSHIRE FINANCIAL SERVICES LIMITED

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

YORKSHARE LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 4 OCTOBER 1993

A handwritten signature in ink, followed by a circular official stamp of the Companies Registration Office, Cardiff.

an authorised officer

YORKSHARE LIMITED

COMPANY NUMBER 2139872

CERTIFIED COPY OF A SPECIAL RESOLUTION

At an Extraordinary General Meeting of Yorkshare Limited held on 11th November 1993 the following resolution was passed as a special resolution:-

That the Memorandum of the Company be altered by deleting objects clauses 3(a) and (b) and substituting them with the following clauses:-

- "(a) to carry on the business of broker as a member of the London Stock Exchange;
- (b) to acquire, hold, issue, dispose of, manage, deal and invest in all kinds of financial instruments, stocks, shares, bonds, futures, certificates of deposit, debentures and other securities issued by any company, organisation or government and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof."

Signed I R Hepworth

I R Hepworth,
Secretary.

Dated 11th November, 1993.



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

MEMORANDUM
OF
YORKSHARE LIMITED
(COMPANY NUMBER 2139872)



1. The name of the Company is "YORKSHARE LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - * (a) to carry on the business of broker as a member of The London Stock Exchange;
 - * (b) to acquire, hold, issue, dispose of, manage, deal and invest in all kinds of financial instruments, stocks, shares, bonds, futures, certificates of deposit, debentures and other securities issued by any company, organisation or government and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof;
 - (c) to carry on any other business which may seem to the company capable of being conveniently carried on in connection with the objects specified in sub-clause (a) and (b) above or calculated directly or indirectly to benefit the Company in any way;
 - (d) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any land, buildings, easements, rights, privileges, concessions, licences, machinery, 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;

The name of the Company was changed from Yorkshire Financial Services Limited by way of a special resolution passed on 23rd September 1993.

- * The Company changed the objects clauses so marked by way of special resolution passed on 11th November 1993.

- (e) to borrow or raise or secure the payment of money in such manner as the Company shall think fit 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 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;
- (g) 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 or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (h) to sell, improve, manage, develop, turn to account, exchange, let on rent, grant 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;
- (i) to subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company;
- (j) to do all such things as are incidental or conducive to the objects or any of them;

provided that nothing in this Memorandum shall permit the Company at any time when it is a subsidiary (as defined by the Companies Act 1985 (as amended)) of a building society:

- (i) to carry on any activities other than those which it is within the powers of that building society to carry on, whether by itself or through a subsidiary; nor
 - (ii) to invest in or support any other body corporate except one whose objects do not permit it to carry on any activities other than those which it is within the powers of that building society to carry on, whether by itself or through a subsidiary;
-

- And for the purpose of this proviso "lending society", "invest in", "support" and "bodies corporate" have the same meanings as they have for the purposes of the Building Societies Act 1986.

It is hereby declared that each of the paragraphs (a) to (j) of this clause shall be regarded as specifying separate and independent objects and so shall not be limited by reference to or inference from any other paragraph or from the name of the Company apart from the overriding effect of the foregoing proviso.

- The liability of the members is limited.
- The capital of the Company is £1,000,000 divided into one million shares of £1.00 each.

We, the several persons whose names, addresses and descriptions are hereunto 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

B. W. Davies,
53 Vicarage Road,
Formby,
Merseyside.

B. W Davies

One

Deputy General Manager

P. A. Ireland,
Erin House,
15 Norwood Park,
Birkby,
Huddersfield.

P. A. Ireland

One

Solicitor

DATED this 12th day of May 1987

WITNESS to the above Signatures:-

Brian Jowet
Director & General Manager
Coach Cottage
7 Helens Grove
Ilkley

- * The capital of the Company was increased to £1,000,000 from £100 by way of an ordinary resolution passed on 8th March 1990.

YORKSHARE LIMITED

COMPANY NUMBER 2139872

CERTIFIED COPY OF A SPECIAL RESOLUTION

At an Extraordinary General Meeting of YorkSHARE Limited held on 19th July 1994 the following resolution was passed as a special resolution:-

That the Memorandum of the Company be altered by deleting object clause 3(e) and substituting it with the following clause:-

"3 (e) to borrow or raise money or secure the payment of money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage or charge upon the whole or any part of the undertaking, property and assets of the Company (both present and future) including its uncalled capital."

Signed *I R Hepworth*

I R Hepworth
Secretary

Dated: 19th July, 1994.



A0B6CSBY

A96 RECEIPT DATE 28/07/94

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

MEMORANDUM
OF
YORKSHARE LIMITED
(COMPANY NUMBER 2139872)

1. The name of the Company is "YORKSHARE LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - * (a) to carry on the business of broker as a member of The London Stock Exchange;
 - * (b) to acquire, hold, issue, dispose of, manage, deal and invest in all kinds of financial instruments, stocks, shares, bonds, futures, certificates of deposit, debentures and other securities issued by any company, organisation or government and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof;
 - (c) to carry on any other business which may seem to the company capable of being conveniently carried on in connection with the objects specified in sub-clause (a) and (b) above or calculated directly or indirectly to benefit the Company in any way;
 - (d) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any land, buildings, easements, rights, privileges, concessions, licences, machinery, 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;

The name of the Company was changed from Yorkshire Financial Services Limited by way of a special resolution passed on 23rd September 1993.

- * The Company changed the objects clauses so marked by way of special resolution passed on 11th November 1993.



A0BBB9BX

A361 RECEIPT DATE: 28/07/94

- (e) to borrow or raise money or secure the payment of money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage or charge upon the whole or any part of the undertaking property and assets of the Company (both present and future) including its uncalled capital;
- (f) 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;
- (g) 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 or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (h) to sell, improve, manage, develop, turn to account, exchange, let on rent, grant 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;
- (i) to subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company;
- (j) to do all such things as are incidental or conducive to the objects or any of them;

provided that nothing in this Memorandum shall permit the Company at any time when it is a subsidiary (as defined by the Companies Act 1985 (as amended)) of a building society:

- (i) to carry on any activities other than those which it is within the powers of that building society to carry on, whether by itself or through a subsidiary; nor
- (ii) to invest in or support any other body corporate except one whose objects do not permit it to carry on any activities other than those which it is within the powers of that building society to carry on, whether by itself or through a subsidiary;

* The Company changed the objects clause so marked by a special resolution passed on 19th July 1994.

and for the purpose of this proviso "building society", "invest in", "support" and "bodies corporate" have the same meanings as they have for the purposes of the Building Societies Act 1986.

It is hereby declared that each of the paragraphs (a) to (j) of this clause shall be regarded as specifying separate and independent objects and so shall not be limited by reference to or inference from any other paragraph or from the name of the Company apart from the overriding effect of the foregoing proviso.

4. The liability of the members is limited.

* 5. The capital of the Company is £1,000,000 divided into one million shares of £1.00 each.

We, the several persons whose names, addresses and descriptions are hereunto 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

B. W. Davies,
53 Vicarage Road,
Formby,
Merseyside.

B. W. Davies

One

Deputy General Manager

P. A. Ireland,
Erin House,
15 Norwood Park,
Birkby,
Huddersfield.

P. A. Ireland

One

Solicitor

DATED this 12th day of May 1987

WITNESS to the above Signatures:-

Brian Jowet
Director & General Manager
Coach Cottage
7 Helens Grove
Ilkley

* The capital of the Company was increased to £1,000,000 from £100 by way of an ordinary resolution passed on 8th March 1990.

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

2139872

Name of company

* YORKSHARE LIMITED

*Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company,
dated 21st September 1994 the nominal capital of the company has been
increased by £ 200,000 beyond the registered capital of £ 1,000,000.

†The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows: To rank *pari passu*
with existing shares.

Please tick here if
continued overleaf

☐

Insert Director's
Signature
Administrative
Receptionist
or Secretary

Signed

A. L. Fitzpatrick

Designations

Director Date 26.9.94

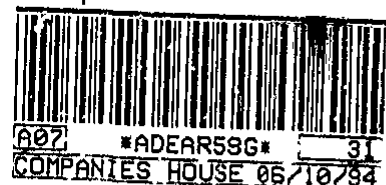
Presenter's name, address and
reference (if any):

Mrs A L Fitzpatrick
Yorkshire Building
Society
Yorkshire House
Yorkshire Drive
BRADFORD
BD5 3LJ

For official use

General section

Post room



oyez

The Stationery Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies G123

1987 Edition

4.87 824

5017187

*

YORKSHARE LIMITED

COMPANY NUMBER: 2139872

I hereby certify that the undermentioned resolutions were duly passed at an Extraordinary General Meeting of the Company held on 21st September 1994 at Yorkshire House, Yorkshire Drive, Bradford. Resolution numbered 1 was proposed as an ordinary resolution and resolution numbered 2 was proposed as a special resolution.

1. It was resolved that the authorised share capital of the Company be increased to £1,200,000 by the creation of 200,000 additional shares of £1 each.
2. It was resolved that the Directors of the Company be and are hereby empowered pursuant to Article 2 (b) of the Articles of Association of the Company to issue the additional shares referred to in the previous resolution without first offering them to members in proportion as nearly as maybe to the number of existing shares held by them respectively.



P. A. Ireland

Chairman of the Meeting

