

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

Please do not  
write in  
this margin

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

To the Registrar of Companies

For official use

For official use

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

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02367078
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Name of company

\* insert full  
name of Company

<p>* LINEPALM LIMITED</p>
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I, DAVID STEWART HODGSON, signing on behalf  
of SWIFT INCORPORATIONS LIMITED  
2 BACHES STREET  
LONDON N1 6UB

† delete as  
appropriate

do solemnly and sincerely declare that I am a [~~Solicitor~~ engaged in the formation of the  
company]† [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 11, SHIP STREET  
BRECON,  
POWYS

Declarant to sign below

**The 4th day of January 1989**

before me [Signature]

[Signature]

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

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

For official use

New Companies Section

Post room



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

To the Registrar of Companies

For official use

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

Name of company

\*insert full name  
of company

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

2 BACHES STREET	
LONDON	
Postcode	N1 6UB

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



JORDAN & SONS LIMITED	
21 ST THOMAS STREET	
BRISTOL	
Postcode	BS1 6JS

Number of continuation sheets attached (see note 1)

--

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

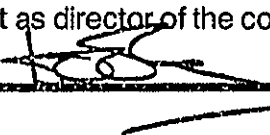
For official use  
General Section

Post room

## DIRECTOR

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 (note 2) are as follows:

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write in  
this margin

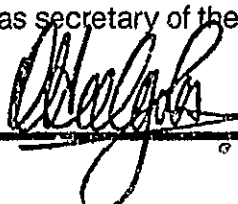
Name (note 3) INSTANT COMPANIES LIMITED		Business occupation COMPANY REGISTRATION AGENT	
Previous name(s) (note 3) NONE		Nationality UK REGISTERED	
Address (note 4) 2 BACHES STREET LONDON			
Postcode N1 6UB		Date of birth (where applicable) (note 6)	
Other directorships † NONE			
I consent to act as director of the company named on page 1			
Signature 		(Authorised Signatory) Date 04.01.89	


† enter particulars  
of other  
directorships  
held or previously  
held (see note 5)  
if this space is  
insufficient use a  
continuation sheet

## SECRETARY

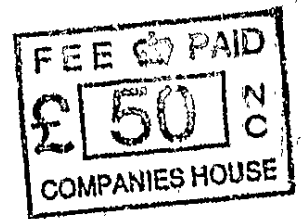
The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Please do not  
write in  
this margin

Name (notes 3 & 7) SWIFT INCORPORATIONS LIMITED	
Previous name(s) (note 3) NONE	
Address (notes 4 & 7) 2 BACHES STREET LONDON	
Postcode	N1 6UB
I consent to act as secretary of the company named on page 1	
Signature 	(Authorised Signatory) Date 04.01.89

Signature of agent on behalf of subscribers 	Date 04.01.89
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# THE COMPANIES ACT 1985



A PRIVATE COMPANY  
LIMITED BY SHARES

02267078

## Memorandum and Articles of Association

1. The Company's name is

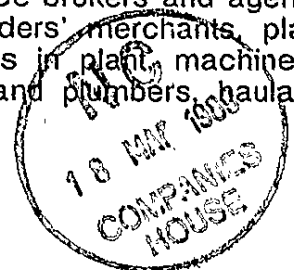
**LINEPALM LIMITED**

2. The Company's registered office is to be situated in England & Wales.

3. The Company's objects are :-

(a) To acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages; and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, and in particular by laying out streets, roads, and squares, constructing, sewers and draining, planting, paving and preparing building sites, and by constructing, reconstructing, altering, repairing, improving, decorating, furnishing, and maintaining houses, flats, bungalows, offices, factories, warehouses, wharves, buildings, works and conveniences of all kinds, and by consolidating or connecting or subdividing properties, and by leasing and disposing of the same, and by advancing money to and entering into contracts with builders, tenants and others; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, and to supply to tenants and occupiers catering and other services and all conveniences and amenities commonly required therewith; to acquire and take over businesses or undertakings of all kinds, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient; and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, general farmers, builders' merchants, plant hire specialists and contractors, merchants of, and dealers in, plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers, haulage and transport contractors, electricians and general engineers.

OB2



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of

exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(w) To procure the Company to be registered or recognised in any part of the world.

(x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other

body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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.

4. The liability of the Members is limited.

5. The Company's share capital is £1000 divided into 1000 shares of £1 each.

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
---------------------------------------	--

For and on behalf of 1. Instant Companies Limited 2 Baches Street London N1 6UB	- One
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For and on behalf of 2. Swift Incorporations Limited 2 Baches Street London N1 6UB	- One
---	-------

Total shares taken	- Two
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Dated 04.01.89

Witness to the above signatures, Terry Payne  
2 Baches Street  
London N1 6UB

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

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 an 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 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 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the 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

(ii) 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 judgment 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

For and on behalf of  
1. Instant Companies Limited  
2 Baches Street  
London N1 6UB

For and on behalf of  
2. Swift Incorporations Limited  
2 Baches Street  
London N1 6UB

Dated 04.01.89

Witness to the above signatures, Terry Jayne  
2 Baches Street  
London N1 6UB



**FILE COPY**



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

No. 2367078

I hereby certify that

**LINEPALM 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 31 MARCH 1989

*B.M. Jones*  
**Mrs. B.M. JONES**

an authorised officer

2367

24 JUN 1989

RES. 18

498

13.2.89

LINEPALM LIMITED

Minutes of an Extraordinary General Meeting of the above named Company held at Trinity Road, Halifax, West Yorkshire at 3pm on 26th May 1989

Present:-

A C Jowett  
M Fearnside

(On behalf of Shotdart Limited) Chairman

1 The Chairman declared that a quorum was present. Consent to the holding of the meeting on short notice had been given by all the members.

2 The Chairman proposed the following resolution as an Ordinary Resolution:-

"That the authorised share capital of the Company be increased from £1,000 to £1,000,000 by the creation of an additional 999,000 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares in the capital of the Company."

On a show of hands the Chairman declared the resolution duly passed as an Ordinary Resolution.

3 The Chairman proposed the following resolution as a Special Resolution:-

"That the Directors be authorised to issue and allot 99,998 ordinary shares of £1 each to Shotdart Limited at par".

On a show of hands the Chairman declared the resolution duly passed as a Special Resolution.

4 The Chairman proposed the following resolution as a Special Resolution:-

"That the name of the Company be changed to 'Halifax Independent Financial Advisers Limited'".

On a show of hands the Chairman declared the resolution duly passed as a Special Resolution.

5 There being no further business the Chairman declared the meeting closed.

£50.  
Halifax  
000216  
P2



Chairman



I certify that this is a true copy of a resolution passed by the Directors at an Extraordinary General Meeting held on 26th May 1989.

AP S ..... Director 19/6/89 ..... Date

**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 black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

2367078

Name of company

\*Insert full name  
of company

\* LINEPALM LIMITED (Change of name pending to Halifax Independent  
Financial Advisers Limited)

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 26TH MAY 1989 the nominal capital of the company has been  
increased by £ 999,000 beyond the registered capital of £ 1,000.

†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:

Ordinary shares ranking in all respects pari passu with existing  
shares.

Please tick here if  
continued overleaf

☐

5Delete as  
appropriate

Signed

[Director][Secretary]S Date

23rd June 1989

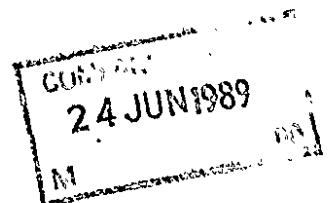
Presentor's name, address and  
reference (if any):

C S Cockroft  
Halifax Building Society  
Trinity Road  
HALIFAX  
West Yorkshire  
HX1 2RG

For official use

General section

Post room



2367172

LINEPALM LIMITED

Minutes of an Extraordinary General Meeting of the above named Company held at Trinity Road, Halifax, West Yorkshire at 3pm on 26th May 1989.

Present:-

A C Jowett  
M Fearnside

(On behalf of Shotdart Limited) Chairman

1 The Chairman declared that a quorum was present. Consent to the holding of the meeting on short notice had been given by all the members.

2 The Chairman proposed the following resolution as an Ordinary Resolution:-

"That the authorised share capital of the Company be increased from £1,000 to £1,000,000 by the creation of an additional 999,000 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares in the capital of the Company."

On a show of hands the Chairman declared the resolution duly passed as an Ordinary Resolution.

3 The Chairman proposed the following resolution as a Special Resolution:-

"That the Directors be authorised to issue and allot 99,998 ordinary shares of £1 each to Shotdart Limited at par".

On a show of hands the Chairman declared the resolution duly passed as a Special Resolution.

4 The Chairman proposed the following resolution as a Special Resolution:-

"That the name of the Company be changed to 'Halifax Independent Financial Advisers Limited'".

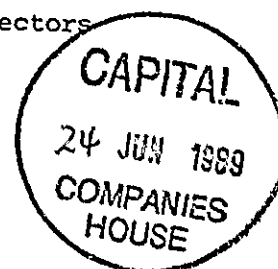
On a show of hands the Chairman declared the resolution duly passed as a Special Resolution.

5 There being no further business the Chairman declared the meeting closed.

.....  
Chairman

I certify that this is a true copy of a resolution passed by the Directors at an Extraordinary General Meeting held on 26th May 1989.

..... Director 23rd June 1989 Date



3/8  
64 20/7  
STARTED 40  
1498  
495  
13.789.0

SPECIAL RESOLUTION ON CHANGE OF NAME

COMPANIES ACTS

COMPANY NUMBER 2367078

COMPANY NAME LINEPALM LIMITED

At an Extraordinary General\* / ~~Annual General~~ Meeting of the members of the above named company, duly convened and held at:

Trinity Road, Halifax, West Yorkshire

on the twenty-sixth day of May 19 89

the following Special Resolution was duly passed:

That the name of the Company be changed to:

M ~~NEW NAME~~ HALIFAX INDEPENDENT FINANCIAL ADVISERS LIMITED

Signature: Stephen Compton  
~~Chairman, Director, Secretary or Officer of the Company~~

Notes:

\* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2367078

I hereby certify that

LINEPALM LIMITED

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

HALIFAX INDEPENDENT FINANCIAL ADVISERS  
LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 20 JULY 1989

*P. Davidson*  
P. Davidson (Mrs)

an authorised officer

LE 339891 /CG

THE COMPANIES ACT 1985

Jordan, Bristol

Company Number 2367078

SPECIAL RESOLUTION OF

LINEPALM LIMITED

We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

1. That the objects set forth as Clause 3 in the printed document attached to this resolution, and for the purpose of identification marked with an 'M' be approved and adopted as the objects of the Company, in substitution for, and to the exclusion of, all the existing objects therefor, and the Memorandum of Association be altered accordingly.
2. That the regulations set forth in the printed document attached to this resolution, and for the purpose of identification marked with an 'A' be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles thereof.

Dated this 18th day of May 1989.

.....  
(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

.....  
(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)



PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

LINEPALM LIMITED

(Amended by Special Resolution dated the 18th day of May 1989)

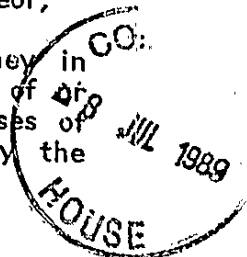
1. The Company's name is "LINEPALM LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-

(a) To carry on investment business and all or any of the businesses of insurance brokers and consultants, mortgage brokers, financial agents, financial advisers, financial managers, claims assessors, trade credit and status enquiry agents, valuers, assessors, assessors' agents, arbitrators and specialists and general agents for the transaction of life, pension, house, motor, marine, fire, employers' liability, accident, burglary and other insurance business, agents for effecting insurance and obtaining policies in respect of all and every kind of risk and against death, injury or loss arising out of, or through, or in connection with any accidents to human beings or against loss or damage to real or personal property, agents for the purchase and sale of annuities, and for negotiating loans, and generally to undertake and carry on any business, transaction or operation capable of being undertaken or carried on by an authorised person, an appointed representative, an insurance broker, an insurance agent or a financial agent;

(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;

(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.

(i) To amalgamate (with or without winding up) or enter into partnership or joint-purse arrangement or into any arrangement for sharing of profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any company, firm or person carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company, firm or person;

(j) To undertake and discharge the office of trustee of any superannuation scheme, pension scheme, widows' and orphans' scheme, provident or pension scheme or other fund, scheme, trust, club or association and whether contributory or non-contributory, now or at any time hereafter established or carried on solely or primarily for the benefit of employees of the Company or a subsidiary of the Company or for the wives, widows, children, dependants or connections of any such employees;

(k) To do all such things as are incidental or conducive to the objects or any of them;

In this clause 3 "investment business", "authorised person" and "appointed representative" have the same meanings as in the Financial Services Act 1986 and "subsidiary" has the same meaning as in the Companies Act 1985 and any reference to an Act of Parliament includes any statutory modification or re-enactment thereof and any statutory instrument made thereunder.

provided that nothing in this Memorandum shall permit the Company at any time when it is a subsidiary 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 as permitted by the Building Societies Act 1986;

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 (k) 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 £1,000 divided into one thousand shares of £1 each.

# THE COMPANIES ACT 1985

## PRIVATE COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION OF

#### LINEPALM LIMITED

(Adopted by Special Resolution dated the 18th day of May 1989)

#### 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 expressions:-

"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.

"subsidiary" has the meaning given by Section 736 of the Act.

"Society" means Halifax Building Society.

(c) In Article 7 the expression "Director" includes alternate director.

(d) Any notice given by the Society under Article 7 shall specify the date on which the determination, appointment or removal referred to shall take effect, shall be in writing and signed by an officer of the Society, shall be deemed to have been sent and received on the same day that it is dated and Clause 115 in Table A shall not apply to such a notice.

#### 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 an 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 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the 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(5) 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 AND REMOVAL OF DIRECTORS

7. So long as the Company is a subsidiary of the Society:-

(a) The Society may by notice to the Company determine from time to time the maximum and minimum numbers of the Directors.

(b) The Society shall be entitled by notice to the Company to appoint all the Directors of the Company and in like manner to remove from office any Director and to appoint another Director in the place of any person so removed or otherwise ceasing to be a Director after having been so appointed.

(c) No Director shall be appointed except as stated in paragraph (b) above.

(d) Clauses 64, 65, 68, 73 to 80 (inclusive) and 81(e) in Table A shall not apply.

## 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.

#### PROCEEDINGS OF DIRECTORS

11. (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

12. (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 judgment 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

13. 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.

2367078

THE COMPANIES ACT 1985

Certified a true copy

COMPANY LIMITED BY SHARES

*Seenu*

Director  
9th August  
1989

MEMORANDUM OF ASSOCIATION

OF

HALIFAX INDEPENDENT FINANCIAL ADVISERS LIMITED

(As altered by Special Resolution passed on the 26th May 1989)

1. \*The name of the Company is 'HALIFAX INDEPENDENT FINANCIAL ADVISERS 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 investment business and all or any of the businesses of insurance brokers and consultants, mortgage brokers, financial agents, financial advisers, financial managers, claims assessors, trade credit and status enquiry agents, valuers, assessors, assessors' agents, arbitrators and specialists and general agents for the transaction of life, pension, house, motor, marine, fire, employers' liability, accident, burglary and other insurance business, agents for effecting insurance and obtaining policies in respect of all and every kind of risk and against death, injury or loss arising out of, or through, or in connection with any accidents to human beings or against loss or damage to real or personal property, agents for the purchase and sale of annuities, and for negotiating loans, and generally to undertake and carry on any business, transaction or operation capable of being undertaken or carried on by an authorised person, an appointed representative, an insurance broker, an insurance agent or a financial agent;
  - (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 profit 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;
  - (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;

\* The name of the Company was, on the 26th May 1989, changed from "LINEPALM LIMITED".





- (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;
- (i) To amalgamate (with or without winding up) or enter into partnership or joint-purse arrangement or into any arrangement for sharing of profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any company, firm or person carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company, firm or person;
- (j) To undertake and discharge the office of trustee of any superannuation scheme, pension scheme, widows' and orphans' scheme, provident or pension scheme or other fund, scheme, trust, club or association and whether contributory or non-contributory, now or at any time hereafter established or carried on solely or primarily for the benefit of employees of the Company or a subsidiary of the Company or for the wives, widows, children, dependants or connections of any such employees;
- (k) To do all such things as are incidental or conducive to the objects or any of them;

In this clause 3 "investment business", "authorised person" and "appointed representative" have the same meanings as in the Financial Services Act 1986 and "subsidiary" has the same meaning as in the Companies Act 1985 and any reference to an Act of Parliament includes any statutory modification or re-enactment thereof and any statutory instrument made thereunder.

provided that nothing in this Memorandum shall permit the Company at any time when it is a subsidiary 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 as permitted by the Building Societies Act 1986;

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 (k) 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 £1000 divided into one thousand shares of £1 each.

Note: By a resolution passed on 26th May 1989 the capital of the company was increased to £1,000,000 by the creation of 999,000 shares of £1 each.

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

---

1 SWIFT INCORPORATIONS LIMITED  
2 Baches Street  
LONDON  
N1 6UB

One

2 INSTANT COMPANIES LIMITED  
2 Baches Street  
LONDON  
N1 6UB

One

---

Total shares taken -

Two

---

DATED this 9th day of March 1986

WITNESS to the above Signatures:-

PRIVATE COMPANY LIMITED BY SHARES

..... *G. French* Director  
9th August  
1989

ARTICLES OF ASSOCIATION OF

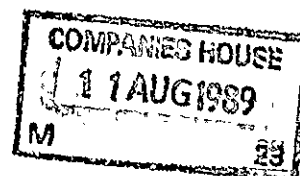
HALIFAX INDEPENDENT FINANCIAL ADVISERS LIMITED

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 expressions
- "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.
- "subsidiary" has the meaning given by Section 736 of the Act.
- "Society" means Halifax Building Society.
- (c) In Article 7 the expression "Director" includes alternate director.
- (d) Any notice given by the Society under Article 7 shall specify the date on which the determination, appointment or removal referred to shall take effect, shall be in writing and signed by an officer of the Society, shall be deemed to have been sent and received on the same day that it is dated and clause 115 in Table A shall not apply to such a notice.

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 an 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 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the 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 AND REMOVAL OF DIRECTORS

- 7 So long as the Company is a subsidiary of the Society:-

- (a) The Society may by notice to the Company determine from time to time the maximum and minimum numbers of the Directors.
- (b) The Society shall be entitled by notice to the Company to appoint all the Directors of the Company and in like manner to remove from office any Director and to appoint another Director in the place of any person so removed or otherwise ceasing to be a Director after having been so appointed.
- (c) No Director shall be appointed except as stated in paragraph (b) above.

- (d) Clauses 64, 65, 68, 73 to 80 (inclusive) and 81(e) in Table A shall not apply.

#### 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 other person 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 in the opinion of a majority of the other Directors or the Society 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.

#### PROCEEDINGS OF DIRECTORS

- 11 (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 a Director 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

- 12 (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 judgment 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

- 13 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.



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Names and addresses of subscribers

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1 SWIFT INCORPORATIONS LIMITED  
2 Baches Street  
LONDON  
N1 6UB

2 INSTANT COMPANIES LIMITED  
2 Baches Street  
LONDON  
N1 6UB

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Dated this 9th day of March 1986

Witness to the above Signatures:-

# G

COMPANIES FORM No. 224

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

# 224

Please do not  
write in  
this margin

Pursuant to section 224 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

--	--	--	--

2367078

Name of company

\* Insert full name  
of company

\* ~~LINEPALM LIMITED (change of name pending to Halifax Independent Financial  
Advisers 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**  
The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day      Month

3	1	0	1
---	---	---	---

5 April  
Day      Month

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

30 June  
Day      Month

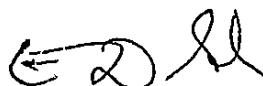
3	0	0	6
---	---	---	---

31 December  
Day      Month

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

† Delete as  
appropriate

Signed

[Director][Secretary]† Date 26<sup>th</sup> May 1989

Presenter's name address and  
reference (if any): L/2170/EDS/LM  
Miss E D Smith  
Legal Department  
Halifax Building Society  
Trinity Road  
HALIFAX  
West Yorkshire  
HA1 2RG

For official Use  
General SectionPOST COMPANIES HOUSE  
120 JUN 1989COMPANIES HOUSE  
19 JUL 1989  
77

2 367078

HALIFAX INDEPENDENT FINANCIAL ADVISERS LIMITED

Copy of the resolutions passed at an Extraordinary General Meeting held on 6th September 1990

RESOLVED that:-

1. the Directors be directed to issue and allot 100,000 Ordinary Shares of £1 each to Halifax Financial Services (Holdings) Limited.
2. the authority of the Directors under Article 2(d) of the Articles of Association of the company be renewed for the period of five years starting with the date of this resolution.

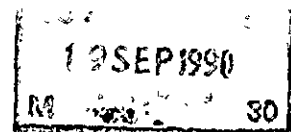
Resolution number 1 was passed as a special resolution and resolution number 2 as an ordinary resolution.

I certify that this is a true copy of the resolutions passed by the members at their meeting held on 6th September 1990.



C S Cockroft  
Secretary

14th September 1990



2367078

WRITTEN RESOLUTIONS TO DISPENSE WITH ANNUAL GENERAL MEETINGS

To the Directors of Halifax Independent Financial Advisers Limited

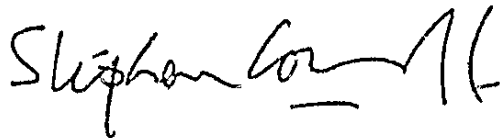
We, the undersigned, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following resolutions as Elective Resolutions and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held.

RESOLVED that the Company hereby elects:-

1. to dispense with the laying of accounts before the Company in General Meeting for the current financial year and all subsequent financial years.
2. to dispense with the holding of Annual General Meetings in 1991 and subsequent years until this election is revoked.
3. to dispense with the obligation to appoint Auditors annually.



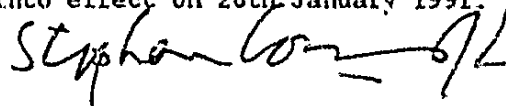
(for M Fearnside &  
Halifax Financial  
Services (Holdings)  
Limited)



(for Halifax Financial  
Services (Holdings)  
Limited)

25th January 1991

I Certify that this is a true copy of the Written Resolutions which were passed by the members on 25th January 1991 and came into effect on 28th January 1991.



5th February 1991

