

**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

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

To the Registrar of Companies
(Address overleaf)

For official use

For official use

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--

Name of company

* DIPLEMA 281 LIMITED

* Insert full
name of Company

I, MARTIN WEBSTER

of 6 BIDDULPH MANSIONS, ELGIN AVENUE, LONDON W9 1HZ

† 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 150 Abchurch Lane Street
London EC4A 3DF

Declarant to sign below

the 14th day of July
One thousand nine hundred and ninety, three
before me C. J. Brown

Martin Webster

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

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

BIDDLE & CO
1 GRESHAM STREET
LONDON EC2V 7BU

REF: VO

TEL: 071-606-9301

For official Use

New Companies Section

Post room

--	--



COMPANIES HOUSE

10

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

This form should be completed in black.

Company name (in full)

CN

For official use ☐

DIPLEMA 281 LIMITED

Registered office of the company on
incorporation.

RO

1 GRESHAM STREET

Post town

County/Region

LONDON

Postcode

EC2V 7BU

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☒

Name

BIDDLE & CO

RA

1 GRESHAM STREET

Post town

County/Region

LONDON

Postcode

EC2V 7BU

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

BIDDLE & CO

REF: VO

1 GRESHAM STREET

LONDON

Postcode

EC2V 7BU

Telephone

071-606-9301

Extension

2016

Company Secretary (See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS

MARTIN

WEBSTER

NONE

NONE

AD

6 BIDDULPH MANSIONS

ELGIN AVENUE

Post town

County/Region LONDON

Postcode W9 1HZ

Country UNITED KINGDOM

I consent to act as secretary of the company named on page 1

Consent signature

Signed

Martin Webster

Date

6.7.1993

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD

JONATHAN ANDREW

REARDON

NONE

NONE

AD

60 WARWICK ROAD

Post town BISHOP'S STORTFORD

County/Region HERTFORDSHIRE

Postcode CM23 5NW

Country UNITED KINGDOM

Date of birth

DO 019 014 519Nationality **NA** BRITISH

Business occupation

OC

SOLICITOR

Other directorships

OD

NONE

* Voluntary details

I consent to act as director of the company named on page 1

Consent signature

Signed

J.A. Reardon

Date

6.7.1993

Directors (continued)

(See notes 1-5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD

MARTIN

WEBSTER

NONE

NONE

AD

6 BIDDULPH MANSIONS

ELGIN AVENUE

Post town

County/Region LONDON

Postcode W9 1HZ

Country UNITED KINGDOM

DD

010758

Nationality

NA

BRITISH

OC

SOLICITOR

OD

NONE

I consent to act as director of the company named on page 1

Signed

Marti Webster

Date

6.7.1993

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date

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

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

Signed

J.D. Barden

Date

6.7.1993

Signed

Marti Webster

Date

6.7.1993

Signed

Date

Signed

Date

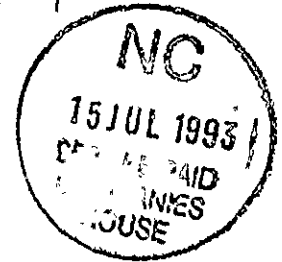
Signed

Date

Signed

Date

PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

of

DIPLEMA 281 LIMITED

-
1. The Company's name is "DIPLEMA 281 LIMITED".
 2. The Company's registered office is to be situated in England.
 3. The Company's objects are:-
 - (A) To carry on business, and to act as merchants, bankers, traders, commission agents, carriers, or in any other capacity, in the United Kingdom or elsewhere, and to import, export, buy, sell, barter, exchange, pledge, make advances upon, or otherwise deal in goods, produce, articles and merchandise.
 - (B) To acquire and take over for any consideration the whole or any part of the undertaking, property, rights and liabilities of any person or company the acquisition of which appears capable of being advantageously or conveniently employed in connection with or by way of extension of any business of the Company or otherwise suitable for its purposes.
 - (C) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any stocks, shares or securities or liabilities of any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.
 - (D) To take or otherwise acquire and hold shares, stock, debentures, debenture stock or other securities or obligations in any other company having objects altogether or in part similar to those of this Company, or engaged or proposing to

547769

engage in any business or activity capable of being conducted so as directly or indirectly to benefit this Company.

- (E) To promote or concur in promoting any other company whose objects shall include the acquisition of all or any of the property, rights or liabilities of this Company, or the promotion of which may seem calculated directly or indirectly to benefit this Company, and to acquire and hold shares, stock, debentures, debenture stock or other securities or obligations of any such company.
- (F) To purchase, take on lease or in exchange, or otherwise acquire any real or personal property, patents, licences, rights or privileges which the Company may consider necessary or convenient, and to construct, maintain and alter any buildings or works and develop and turn to account and deal with the same or any other property acquired as aforesaid in such manner as may be considered expedient.
- (G) To develop, manage, improve, farm and assist in developing, managing, improving or farming any land or other property belonging to the Company, or in which the Company is interested, and for that purpose to grant and agree to grant or accept leases of every description, and to make advances, and to enter into guarantees, and generally to make such arrangements as may be considered expedient.
- (H) To borrow or raise or secure the payment of money and interest thereon in any manner and upon any terms, and for such purposes, or any other purposes, to issue debentures or debenture stock, perpetual or otherwise, and to mortgage or charge all or any of the Company's property or rights, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other instrument.
- (I) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (J) To apply for and accept allotments of, and to buy and sell and to deal in and dispose of shares, stock, debentures, debenture stock, or other securities or obligations of any company.
- (K) To issue any shares, stock, debentures, debenture stock or other securities or obligations which the Company has power to issue, by way of security or indemnity, to any person whom the Company has agreed or is bound to indemnify, or in satisfaction of any liability.
- (L) To provide remuneration, rewards, incentives and facilities of every description for the present and former officers, executives and other employees of the Company and of any of its subsidiary and associated companies, and in particular to

establish and contribute to any funds or schemes for the provision of pensions, life and other insurance and similar benefits for, and to pay gratuities and allowances to, any of such persons and members of their families and their dependants, and to establish and finance any schemes for the time being authorised by law for the acquisition by any of such officers, executives and employees of shares or loan capital of the Company or its holding company or any interest therein.

- (M) To sponsor, subsidise or guarantee money for any charitable or benevolent purpose or for any cultural or sporting event, exhibition or performance, or for any public or useful object, either alone or in conjunction with others.
- (N) To apply for, purchase or otherwise acquire any patents, trade or service marks, names, designs, concessions, licences and the like, conferring any right to use, or any secret or other information which may seem capable of being used for any purpose of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property, rights and information so acquired.
- (O) To lend money and grant or provide credit and financial accommodation to any person or company.
- (P) To invest any moneys of the Company not required for the purposes of its business in such investments, securities or other assets as may be thought expedient.
- (Q) To enter into any partnership or co-operate with any person or company engaged or interested or about to become engaged or interested in any activity from which this Company would or might derive any benefit, whether direct or indirect, and to amalgamate with any other company.
- (R) To sell or dispose of the undertaking of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares, stock, debentures, debenture stock, or other securities or obligations of any other company, whether promoted by this Company for the purpose or not.
- (S) To take all appropriate steps in Parliament or with the authorities, national, local, municipal or otherwise of any place in which the Company may have interests, and to carry on any negotiations or operations for any purpose of the Company, or for furthering the interests of its members, and to oppose any such steps taken by any other person or company which may seem calculated, directly or indirectly, to prejudice the interests of this Company or its members.

- (T) To procure the registration of the Company in or under the laws of any place outside England, and to establish local registers and business branches in any part of the world.
- (U) To distribute any of the Company's property among the members in specie.
- (V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (W) To do all such other things as, in the opinion of the Board of Directors of the Company, are incidental or as may be thought conducive to the attainment of the above objects or any of them.
- (X) To carry on any other business or activity which, in the opinion of the Board of Directors of the Company, is or may be capable of being conveniently carried on in connection with, or likely directly or indirectly to enhance the value of, any existing business, property or rights of the Company.

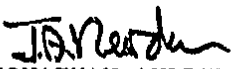
And it is hereby declared that the word "company" in this clause and in the Articles of Association for the time being of the Company, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed in such paragraphs, be in nowise limited by reference to or inference from any other paragraph or the name of the Company.

4. The liability of the members is limited.


5. The Company's share capital is £100 divided into 100 ordinary 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 opposite our respective names.

NAMES AND ADDRESSES	Number of Shares taken by each Subscriber
---------------------	---


JONATHAN ANDREW REARDON
60 Warwick Road
Bishop's Stortford
Hertfordshire
CM23 5NW

One


MARTIN WEBSTER
6 Biddulph Mansions
Elgin Avenue
London
W9 1HZ

One

Dated 6 July 1993

Witness to the above signatures:-

S O'Brien
85 Vaughan Drive
Church Milton
SITTINGBOURNE
Kent ME10 2UB



The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

DIPLEMA 281 LIMITED

PRELIMINARY

1. The following regulations and (subject as hereinafter provided) 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 ("Table A") constitute the Articles of Association of the Company.

2. Regulations 8, 24, 73 to 80 and 94 to 98 of Table A do not apply to the Company.

SHARE CAPITAL

3. The share capital of the Company is £100 divided into 100 ordinary shares of £1 each.

ALLOTMENT OF SHARES

4. For the period of five years from the date of incorporation of the Company the shares specified in Article 3 for the time being unissued shall be at the disposal of the Directors who are hereby authorised to offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and upon such terms and conditions as the Directors may determine and Section 89(1) of the Companies Act 1985 shall not apply in relation to such shares.

TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share.

LIEN

6. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of any person, whether as sole or joint holder, indebted to the Company for all moneys due to the Company, whether in respect of that share or not. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to any amount payable in respect of it. The registration of a transfer of a share shall operate as a waiver of any lien of the Company thereon.

DIRECTORS

7. The Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

8. 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 fixed by or in accordance with the Articles as the maximum number of Directors.

9. A Director who pursuant to Section 317 of the Companies Act 1985 has declared at a meeting of the Directors the nature of his interest in a contract or arrangement or proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract or arrangement or proposed contract or arrangement, and if he does so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken.

RETIREMENT OF DIRECTORS

10. If the Company becomes subject to the provisions of Section 293 of the Companies Act 1985, any person may be appointed or elected a Director whatever his age, and no Director shall vacate office by reason only of his attaining or having attained the age of 70 or any other age.

NAMES AND ADDRESSES OF SUBSCRIBERS

J.A. Reardon

JONATHAN ANDREW REARDON
60 Warwick Road
Bishop's Stortford
Hertfordshire
CM23 5NW

Martin Webster

MARTIN WEBSTER
6 Biddulph Mansions
Elgin Avenue
London
W9 1HZ

Dated *6 July* 1993

Witness to the above signatures:-

S O'Brien
85 Vaughan Drive
Church Milton
SITTINGBOURNE
Kent ME10 2UB

S O'Brien

FILE COPY



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

No. 2838284

I hereby certify that

DIPLEMA 281 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 22 JULY 1993


M.LEWIS

an authorised officer

G

COMPANIES FORM No. 224

224

Notice of accounting reference date (to be delivered within 9 months of incorporation)

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

2838284

Name of company

* Insert full name
of company

* DIPLEMA 281 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 0 1 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

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

Signed



Designation† Director

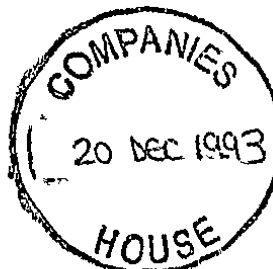
Date 10 December 1993

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

BIDDLE & CO
1 GRESHAM STREET
LONDON EC2V 7BU

REF: 30/52
TEL: 071 606 9301

For official use
D.E.B.



Post room

The Companies Act 1985

J.A. Burton
Chairman

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

DIPLEMA 281 LIMITED

(adopted by special resolution passed on 10 December 1993)

PRELIMINARY

1. The following regulations and (subject as hereinafter provided) 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 ("Table A") constitute the Articles of Association of the Company.
2. Regulations 8, 24, 73 to 80 and 94 to 98 of Table A do not apply to the Company.

SHARE CAPITAL

3. The share capital of the Company is £100 divided into 100 ordinary shares of £1 each.

ALLOTMENT OF SHARES

4. For the period of five years from the date of incorporation of the Company the shares specified in Article 3 for the time being unissued shall be at the disposal of the Directors who are hereby authorised to offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and upon such terms and conditions as the Directors may determine and Section 89(1) of the Companies Act 1985 shall not apply in relation to such shares.

TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share.

LIEN

6. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of any person, whether as sole or joint holder, indebted to the Company for all moneys due to the Company, whether in respect of that share or not. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to any amount payable in respect of it. The registration of a transfer of a share shall operate as a waiver of any lien of the Company thereon.



DIRECTORS

7. The Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
8. 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 fixed by or in accordance with the Articles as the maximum number of Directors.
9. A Director who pursuant to Section 317 of the Companies Act 1985 has declared at a meeting of the Directors the nature of his interest in a contract or arrangement or proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract or arrangement or proposed contract or arrangement, and if he does so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken.

RETIREMENT OF DIRECTORS

10. If the Company becomes subject to the provisions of Section 293 of the Companies Act 1985, any person may be appointed or elected a Director whatever his age, and no Director shall vacate office by reason only of his attaining or having attained the age of 70 or any other age.

DIRECTORS' INDEMNITY INSURANCE

11. Without prejudice to any other provision of these Articles the directors may purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees of the Company, or of any company which is a subsidiary or subsidiary undertaking of the Company, or of any other company in which the Company has any interest whether direct or indirect or which is in any way allied to or associated with the Company or any such subsidiary, or of any of the predecessors in business of the Company or any such other company as aforesaid, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such predecessor or other company or subsidiary undertaking as aforesaid are or have been interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such predecessor or other company or subsidiary undertaking as aforesaid or any such pension fund. No director or former director shall be accountable to the Company or its members for any benefit provided pursuant to this Article 24 and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company.

SEAL

12. (a) In the first sentence of Regulation 101 of Table A the words "Any seal adopted by the Company" shall be substituted for the words "The seal".
(b) Every share certificate shall be sealed with the seal (if any) or may be signed by a director and the secretary or by two directors, and the second sentence of Regulation 6 of Table A shall be amended accordingly.

No. 2838284

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

DIPLEMA 281 LIMITED

(PASSED 10 DECEMBER 1993)

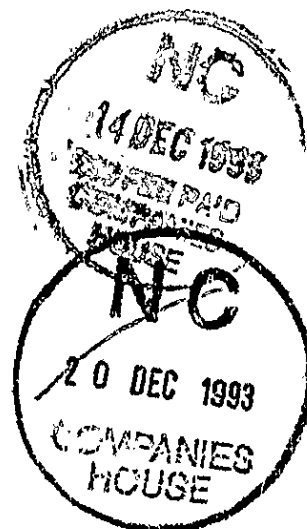
At an Extraordinary General Meeting of the above-named Company duly convened and held at 1 Gresham Street, London EC2V 7BU on 10 December 1993 the following resolutions were duly passed as special resolutions:-

RESOLUTIONS

1. THAT the name of the Company be changed to "Jacques Hall Foundation Limited".
2. THAT the Memorandum of Association of the Company be altered by deleting the existing sub-clause (A) of Clause 3 and by substituting therefor the new sub-clause (A) set out in the document produced to the meeting and for the purpose of identification signed by the Chairman thereof.
3. THAT the regulations contained in the document produced to the meeting and for the purpose of identification signed by the Chairman thereof be and are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for all the existing Articles of Association.

M. A. H. H. H.

Director/Secretary



Diplema 281 Limited
(Company no. 2838284)

2838284

Replacement Objects Clause 3(A)

- "(A) (i) To purchase, take on lease, licence or in exchange or promote or otherwise acquire or establish, equip, manage, administer or carry on and/or to sell, lease or otherwise dispose of all or any part of any children's home, independent school, special school and/or establishment, business, institution or therapeutic community for the care, treatment and/or education of children and/or young persons and in particular, but without limitation, the children's home, special school and therapeutic community known as Jacques Hall and to acquire, maintain and dispose of any registration, licence or certification considered necessary or desirable in relation to any aspect of any of the foregoing.
- (ii) To purchase take on lease, licence or in exchange or promote or otherwise acquire or establish equip manage maintain administer use and carry on and/or to sell, lease or otherwise dispose of all or any part of any real or personal property of any kind (including, but not limited to, any intellectual property) for the purpose of housing accommodating educating training instructing and/or caring for any children and/or young persons or for any purpose ancillary or conducive thereto.
- (iii) To carry on business as a general commercial company and to act as manufacturers, producers, administrators, managers, developers, suppliers, merchants, traders, commission agents, carriers or in any other capacity in the United Kingdom or elsewhere and to make, produce, administer, manage, develop, supply, import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in or provide any property, goods, services, produce, articles or merchandise whatsoever."

J. D. Neenan
.....
Chairman

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2838284

I hereby certify that

DIPLEMA 281 LIMITED

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

JACQUES HALL FOUNDATION LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 24 DECEMBER 1993


P. DEVAN

an authorised officer

THE COMPANIES ACT 1985

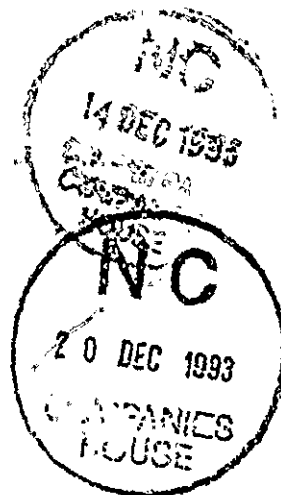
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

DIPLEMA 281 LIMITED

(PASSED 10 DECEMBER 1993)



At an Extraordinary General Meeting of the above-named Company duly convened and held at 1 Gresham Street, London EC2V 7BU on 10 December 1993 the following resolutions were duly passed as special resolutions:-

RESOLUTIONS

1. THAT the name of the Company be changed to "Jacques Hall Foundation Limited".
2. THAT the Memorandum of Association of the Company be altered by deleting the existing sub-clause (A) of Clause 3 and by substituting therefor the new sub-clause (A) set out in the document produced to the meeting and for the purpose of identification signed by the Chairman thereof.
3. THAT the regulations contained in the document produced to the meeting and for the purpose of identification signed by the Chairman thereof be and are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for all the existing Articles of Association.

M. A. H. H. H.
Director/Secretary

Diplema 281 Limited
(Company no. 2838284)

2838284

Replacement Objects Clause 3(A)

- "(A) (i) To purchase, take on lease, licence or in exchange or promote or otherwise acquire or establish, equip, manage, administer or carry on and/or to sell, lease or otherwise dispose of all or any part of any children's home, independent school, special school and/or establishment, business, institution or therapeutic community for the care, treatment and/or education of children and/or young persons and in particular, but without limitation, the children's home, special school and therapeutic community known as Jacques Hall and to acquire, maintain and dispose of any registration, licence or certification considered necessary or desirable in relation to any aspect of any of the foregoing.
- (ii) To purchase take on lease, licence or in exchange or promote or otherwise acquire or establish equip manage maintain administer use and carry on and/or to sell, lease or otherwise dispose of all or any part of any real or personal property of any kind (including, but not limited to, any intellectual property) for the purpose of housing accommodating educating training instructing and/or caring for any children and/or young persons or for any purpose ancillary or conducive thereto.
- (iii) To carry on business as a general commercial company and to act as manufacturers, producers, administrators, managers, developers, suppliers, merchants, traders, commission agents, carriers or in any other capacity in the United Kingdom or elsewhere and to make, produce, administer, manage, develop, supply, import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in or provide any property, goods, services, produce, articles or merchandise whatsoever."

J.A. Newden
.....
Chairman

**MINUTES OF BOARD MEETING OF
MOORE I.M.S. LIMITED
HELD ON 13TH DECEMBER, 1993
AT 3de INDUSTRIEZONE, EREMBODEGEM, BELGIUM**

**Present: V.De Waele - Chair
P.R. Poulton**

INCREASE IN ISSUED SHARE CAPITAL

It was reported that the Company had received a written Decision of the Sole Member authorising the directors to allot 450,000 Ordinary Shares of £1.00 each to rank pari passu with the existing Ordinary Shares of £1.00 each in the capital of the Company. It was further reported that the Company had received an application letter from the sole member for the allotment to it, by way of rights, of 450,000 Ordinary Shares of £1.00 each in the Company at par, the subscription monies to be satisfied by the cancellation of £450,000 of the debt owed by the Company to Moore Business Forms Ltd.

IT WAS RESOLVED THAT the decision be approved, the application accepted and the shares be allotted, and the name of the sole member entered in the Register of Members as the holder of the new shares and that the subscription price therefor be satisfied by the cancellation of £450,000 of debt owing by the Company to the sole member.

The Secretary was instructed to file a copy of the written decision and form 88(2) with the Registrar of Companies.

IT WAS RESOLVED THAT a new share certificate be issued as follows:

<u>Shareholder</u>	<u>No. of Shares of £1 each</u>
Moore Business Forms Limited	450,000

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



PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

JACQUES HALL FOUNDATION LIMITED*

1. The Company's name is "JACQUES HALL FOUNDATION LIMITED".**.

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

3. The Company's objects are:-

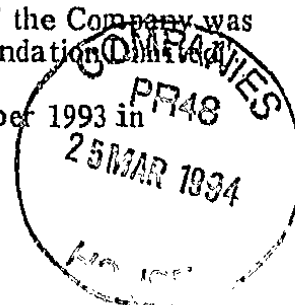
**(A) (i) To purchase, take on lease, licence or in exchange or promote or otherwise acquire or establish, equip, manage administer or carry on and/or to sell, lease or otherwise dispose of all or any part of any children's home, independent school, special school and/or establishment, business, institution or therapeutic community for the care, treatment and/or education of children and/or young persons and in particular, but without limitation, the children's home, special school and therapeutic community known as Jacques Hall and to acquire, maintain and dispose of any registration, licence or certification considered necessary or desirable in relation to any aspect of any of the foregoing.

(ii) To purchase take on lease, licence or in exchange or promote or otherwise acquire or establish equip manage maintain administer use and carry on and/or to sell, lease or otherwise dispose of all or any part of any real or personal property of any kind (including, but not limited to, any intellectual property) for the purpose of housing accommodating educating training instructing and/or caring for any children and/or young persons or for any purpose ancillary or conducive thereto.

(iii) To carry on business as a general commercial company and to act as manufacturers, producers, administrators, managers, developers, suppliers, merchants, traders, commission agents, carriers or in any other capacity in the United Kingdom or elsewhere and to make, produce, administer, manage, develop, supply, import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in or provide any property, goods, services, produce, articles or merchandise whatsoever.

* By special resolution dated 10 December 1993 the name of the Company was changed from "Diplema 281 Limited" to "Jacques Hall Foundation Limited".

** Clause 3(A) adopted by special resolution dated 10 December 1993 in replacement for pervious clause 3(A).



- (B) To acquire and take over for any consideration the whole or any part of the undertaking, property, rights and liabilities of any person or company the acquisition of which appears capable of being advantageously or conveniently employed in connection with or by way of extension of any business of the Company or otherwise suitable for its purposes.
- (C) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any stocks, shares or securities or liabilities of any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.
- (D) To take or otherwise acquire and hold shares, stock, debentures, debenture stock or other securities or obligations in any other company having objects altogether or in part similar to those of this Company, or engaged or proposing to engage in any business or activity capable of being conducted so as directly or indirectly to benefit this Company.
- (E) To promote or concur in promoting any other company whose objects shall include the acquisition of all or any of the property, rights or liabilities of this Company, or the promotion of which may seem calculated directly or indirectly to benefit this Company, and to acquire and hold shares, stock, debentures, debenture stock or other securities or obligations of any such company.
- (F) To purchase, take on lease or in exchange, or otherwise acquire any real or personal property, patents, licences, rights or privileges which the Company may consider necessary or convenient, and to construct, maintain and alter any buildings or works and develop and turn to account and deal with the same or any other property acquired as aforesaid in such manner as may be considered expedient.
- (G) To develop, manage, improve, farm and assist in developing, managing, improving or farming any land or other property belonging to the Company, or in which the Company is interested, and for that purpose to grant and agree to grant or accept leases of every description, and to make advances, and to enter into guarantees, and generally to make such arrangements as may be considered expedient.
- (H) To borrow or raise or secure the payment of money and interest thereon in any manner and upon any terms, and for such purposes, or any other purposes, to issue debentures or debenture stock, perpetual or otherwise, and to mortgage or charge all or any of the Company's property or rights, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other instrument.

- (I) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (J) To apply for and accept allotments of, and to buy and sell and to deal in and dispose of shares, stock, debentures, debenture stock, or other securities or obligations of any company.
- (K) To issue any shares, stock, debentures, debenture stock or other securities or obligations which the Company has power to issue, by way of security or indemnity, to any person whom the Company has agreed or is bound to indemnify, or in satisfaction of any liability.
- (L) To provide remuneration, rewards, incentives and facilities of every description for the present and former officers, executives and other employees of the Company and of any of its subsidiary and associated companies, and in particular to establish and contribute to any funds or schemes for the provision of pensions, life and other insurance and similar benefits for, and to pay gratuities and allowances to, any of such persons and members of their families and their dependants, and to establish and finance any schemes for the time being authorised by law for the acquisition by any of such officers, executives and employees of shares or loan capital of the Company or its holding company or any interest therein.
- (M) To sponsor, subsidise or guarantee money for any charitable or benevolent purpose or for any cultural or sporting event, exhibition or performance, or for any public or useful object, either alone or in conjunction with others.
- (N) To apply for, purchase or otherwise acquire any patents, trade or service marks, names, designs, concessions, licences and the like, conferring any right to use, or any secret or other information which may seem capable of being used for any purpose of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property, rights and information so acquired.
- (O) To lend money and grant or provide credit and financial accommodation to any person or company.
- (P) To invest any moneys of the Company not required for the purposes of its business in such investments, securities or other assets as may be thought expedient.
- (Q) To enter into any partnership or co-operate with any person or company engaged or interested or about to become engaged or interested in any activity from which this Company would or might derive any benefit, whether direct or indirect, and to amalgamate with any other company.
- (R) To sell or dispose of the undertaking of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares, stock, debentures, debenture stock, or other securities or obligations of any other company, whether promoted by this Company for the purpose or not.

- (S) To take all appropriate steps in Parliament or with the authorities, national, local, municipal or otherwise of any place in which the Company may have interests, and to carry on any negotiations or operations for any purpose of the Company, or for furthering the interests of its members, and to oppose any such steps taken by any other person or company which may seem calculated, directly or indirectly, to prejudice the interests of this Company or its members.
- (T) To procure the registration of the Company in or under the laws of any place outside England, and to establish local registers and business branches in any part of the world.
- (U) To distribute any of the Company's property among the members in specie.
- (V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (W) To do all such other things as, in the opinion of the Board of Directors of the Company, are incidental or as may be thought conducive to the attainment of the above objects or any of them.
- (X) To carry on any other business or activity which, in the opinion of the Board of Directors of the Company, is or may be capable of being conveniently carried on in connection with, or likely directly or indirectly to enhance the value of, any existing business, property or rights of the Company.

And it is hereby declared that the word "company" in this clause and in the Articles of Association for the time being of the Company, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed in such paragraphs, be in nowise limited by reference to or inference from any other paragraph or the name of the Company.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £100 divided into 100 ordinary 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 opposite our respective names.

NAMES AND ADDRESSES

Number of Shares
taken by each
Subscriber

JONATHAN ANDREW REARDON
60 Warwick Road
Bishop's Stortford
Hertfordshire
CM23 5NW

One

MARTIN WEBSTER
6 Biddulph Mansions
Elgin Avenue
London
W9 1HZ

One

Dated 6 July 1993

Witness to the above signatures:-

S O'Brien
85 Vaughan Drive
Church Milton
SITTINGBOURNE
Kent ME10 2UB