

FILE COPY



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

Company No. 3695172

The Registrar of Companies for England and Wales hereby certifies that  
13 APSLEY ROAD MANAGEMENT LIMITED

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

Given at Companies House, Cardiff, the 14th January 1999



\*N03695172K\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC007B



COMPANIES HOUSE

Please complete in typescript,  
or in bold black capitals.

12

## Declaration on application for registration

Company Name in full



\*F012001J\*

13 ARSLEY ROAD MANAGEMENT  
LIMITED

I, ADRIAN JULIAN MANDEL  
of QA NOMINEES LIMITED, THE STUDIO, ST NICHOLAS CLOSE,  
ELSTREE, HERTS, WD6 3EW.

† Please 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 of the Companies Act 1985† and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

Declared at 12 ARNOS GROVE, SOUTHGATE, LONDON, N14 7AS.

the 7th day of January

One thousand nine hundred and ninety NINE

● Please print name.

before me JENNIFER BROWN

Signed

Date

7/1/99

A ~~COMPANIES HOUSE~~ ~~JUSTICE OF THE PEACE~~ Justice of the Peace ~~XXXXXX~~

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

QUICK ACCESS FORMATIONS PLC  
THE STUDIO, ST NICHOLAS CLOSE, ELSTREE,  
HERTS, WD6 3EW Tel 0181 207 5855  
DX number DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland DX 235 Edinburgh



COMPANIES HOUSE

10

Please complete in typescript,  
or in bold black capitals.

**First directors and secretary and intended situation of  
registered office**

Notes on completion appear on final page

**Company Name in full**

13 ARLING ROAD MANAGEMENT LIMITED



\*F010001H\*

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

The Studio

St Nicholas Close

Post town

Elstree, Borehamwood

County / Region

Herts

Postcode

WD6 3EW

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

X

Agent's Name

Quick Access Formations plc

Address

The Studio

St Nicholas Close

Post town

Elstree, Borehamwood

County / Region

Herts

Postcode

WD6 3EW

Number of continuation sheets attached

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

Quick Access Formations

address as above

Tel 0181 207 5855

DX number

DX exchange

Companies House receipt date barcode

Form revised March 1995

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or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**

# Company Secretary (see notes 1-5)

Company name			
NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname		QA Registrars Limited	
Previous forename(s)			
Previous surname(s)			
Address		The Studio	
Usual residential address		St Nicholas Close	
For a corporation, give the registered or principal office address.		Elstree, Borehamwood	
Post town			
County / Region		Herts	Postcode WD6 3EW
Country			

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

Consent signature

*[Signature]*  
for & on behalf of QA  
Registrars Limited

Date

21/1/99

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname		QA Nominees Limited	
Previous forename(s)			
Previous surname(s)			
Address		The Studio	
Usual residential address		St Nicholas Close	
For a corporation, give the registered or principal office address.		Elstree, Borehamwood	
Post town			
County / Region		Herts	Postcode WD6 3EW
Country			

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

*[Signature]*  
for & on behalf of QA  
Nominees Limited

Date

21/1/99

**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	<input type="text"/>	<b>*Honours etc</b>	<input type="text"/>
<b>* Voluntary details</b>	<b>Forename(s)</b>	<input type="text"/>		
	<b>Surname</b>	<input type="text"/>		
	<b>Previous forename(s)</b>	<input type="text"/>		
	<b>Previous surname(s)</b>	<input type="text"/>		
	<b>Address</b>	<input type="text"/>		
<b>Usual residential address</b>		<input type="text"/>		
For a corporation, give the registered or principal office address.	<b>Post town</b>	<input type="text"/>		
	<b>County / Region</b>	<input type="text"/>	<b>Postcode</b>	<input type="text"/>
	<b>Country</b>	<input type="text"/>		
	<b>Day</b>	<b>Month</b>	<b>Year</b>	
	<b>Date of birth</b>	<input type="text"/>	<input type="text"/>	<input type="text"/>
			<b>Nationality</b>	<input type="text"/>
	<b>Business occupation</b>	<input type="text"/>		
	<b>Other directorships</b>	<input type="text"/>		
		<input type="text"/>		
	I consent to act as director of the company named on page 1			
	<b>Consent signature</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>

**This section must be signed by**

**Either**

**an agent on behalf  
of all subscribers**

**Signed**

*Pamela C. Fitch*

**Date**

*7/1/99*

**Or the subscribers**

**Signed**

**Date**

**( i.e those who signed  
as members on the  
memorandum of  
association).**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,

- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**

- dormant,

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

The Companies Act 1985 and 1989

COMPANY LIMITED BY SHARES



## MEMORANDUM OF ASSOCIATION

of

0501749

0501749

## 13 APSLEY ROAD MANAGEMENT LIMITED

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1. The Company's name is 13 APSLEY ROAD MANAGEMENT LIMITED
2. The Company's registered office is to be situated in England and Wales.
3. The objects of the company are:-

(a)

(1) To acquire the freehold title to and manage land known as 13 Apsley Road, Clifton, Bristol BS8 2SH together with the block of flats thereon hereinafter called "the building" and to grant leases of the said flats on such terms as may from time to time seem expedient.

(2) To act as an association of and for the owners of the leases of the said flats and to manage, insure and administer the said property and in particular to provide such services for the residents thereof and to carry out such reconstruction, renewal, repairs, maintenance and renovation thereto as the Directors may consider necessary or desirable and to provide or procure the provision of such services as may be required or expedient.

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

(c) To purchase, take on lease or in exchange, hire or otherwise acquire or hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licenses, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof.

(d) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(e) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(f) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(g) To lend or advance money and to give credit and to enter into guarantees or indemnities of any kind, whether secured or unsecured, and whether in respect of its own obligations or those of some other person or company in such circumstances and upon such terms as the Directors may think fit.

(h) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.

(i) To remunerate any person, firm or company for services rendered, or to be rendered, to, or in connection with the conduct of the business of, the Company.

(j) To accept, draw, make, execute discount or endorse bills of exchange, promissory notes, or other negotiable instruments.

(k) To pay or agree to pay all or any of the costs of promotion, formation and registration of the Company.

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

And it is hereby declared that:-



(A) the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere,  
and

(B) the objects of the Company specified in each of the foregoing paragraphs of this clause shall be distinct and separate objects of the Company and shall be no way limited by reference to any other paragraphs hereof or to the order in which the same occur, but shall be construed in as wide a sense as possible as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The income and property wheresoever and whensoever derived of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profits, to members of the Company. Provided that nothing herein shall prevent the payment, in good faith, or remuneration to any officer or servant of the Company, or to any member of the Company in return for any services actually rendered to the Company.

5. The liability of the members is limited.

6. The Company's share capital is £4, divided into 4 shares of £1.00 each.

7. No person (other than a Subscriber to this Memorandum) shall be a member of the Company unless he is a tenant of one of the flats in the building under a lease the interest in the reversion to which is vested in the Company


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I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and I agree to take the number of shares shown opposite my name.

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NAMES AND ADDRESSES OF SUBSCRIBERS	Number of shares taken by each Subscriber
------------------------------------	--

---

  
QA Nominees Limited  
The Studio,  
St. Nicholas Close,  
Elstree,  
Hertfordshire WD6 3EW.

ONE

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Dated this 7th day of January , 1999

Witness to the above Signatures:-

Quick Access Formations plc  
The Studio,  
St. Nicholas Close,  
Elstree,  
Hertfordshire WD6 3EW.



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COMPANY LIMITED BY SHARES

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ARTICLES of ASSOCIATION  
of  
13 APSLEY ROAD MANAGEMENT  
LIMITED

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PRELIMINARY

1. In these Articles:-

"flat" means a flat forming part of the said property referred to in clause 3(a) of the Memorandum of Association of the Company.

"lease" means a lease of a flat.

"owner" in relation to a flat means the lessee of that flat holding under a lease or a successor in title to such a lessee.

"Table A" means Table A in the Companies ( Tables A to F ) Regulations 1985.

2. (a) Subject as hereinafter provided or except where inconsistent with the provisions hereinafter contained, the regulations contained in Table A shall apply to the Company.

(b) Regulations 2 to 4 inclusive, 8 to 22 inclusive, 24, 40, 64, 73 to 75 inclusive, 78 to 80 inclusive, 102 to 108 inclusive and 110 of Table A shall not apply to the Company.

ALLOTMENT, TRANSFER AND TRANSMISSION OF SHARES

3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or

any of those shares or debentures being offered to the public, and the Company shall not have the power to issue share warrants to bearer.

4. At the date of adoption of these Articles the capital of the Company is £4 divided into 4 Ordinary Shares of £1 each.

5. Subject as hereinafter provided and to any directions contained in any resolution or resolutions of the Company creating the same, the unissued shares of the Company shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the shares. The provisions of Section 89(1) and Section 90 (1) to (6) shall not apply to the Company. The maximum number of shares which may be allotted pursuant to this authority shall be the entire unissued share capital of the Company and this authority will expire five years after the date of incorporation of the Company provided that it may be extended for further periods of up to five years by ordinary resolution of the Company.

6. All sums payable to the Company in respect of the allotment of any share (whether as to the nominal value or by way of premium ) shall be paid in full on or before the date of allotment, and no share shall be allotted other than as a fully paid share.

7. Except as to shares subscribed for and issued to the subscribers to the Memorandum of Association, no owner shall be registered as the holder of more than one share for each flat of which he is the owner, and no share shall be allotted to a person other than an owner. A share allotted to an owner shall be deemed to be allocated to such owner's flat.

8. (a) Each owner will retain any share allotted to him whilst he remains an owner and on ceasing to be an owner will transfer such share to the new owner and save and except for the transfer by subscribers of shares in the Company, a share in the Company shall be transferred only upon a change in the ownership of the flat to which the share has been allocated.

(b) The price to be paid upon the transfer of a share shall in default of agreement between the transferor and transferee shall be its nominal value.

(c) If upon the change of ownership of a flat the holder of the share allocated to that flat refuses after being requested in writing so to do by the Secretary of the Company or neglects for a period of one month after the date of such change of ownership to transfer such share in accordance with these Articles to the owner for the time being of that flat the Directors may by resolution appoint some person to transfer such share to the owner for the time being of such flat and a transfer by such person shall be effective and the transferee or transferees shall be registered as the holder or holders of such share, and as against the former registered holder and all persons claiming through him, shall be absolutely entitled to the same. The Company may receive the purchase money on the transferor's behalf and give a good receipt therefor.

9. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of a share but the Directors shall not refuse to register any transfer of a share pursuant to Article 8.

10. An instrument of transfer need not be signed by or on behalf of the transferee and in regulation 23 of Table A the words from 'and, unless' to the end shall be omitted.

#### PROCEEDINGS AT GENERAL MEETINGS

11. In regulation 59 of Table A the second sentence shall be omitted.

12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person shall be a quorum.

13. In Regulation 41 of Table A there shall be added at the end: "If at the end of any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.

14. At a general meeting of the Company, owners of more than two shares in the Company will only vote in respect of two shares. All voting rights in respect of further shares held are disqualified.

#### DIRECTORS

15. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and Table A and regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.

16. The Company shall not be subject to section 293 of the Companies Act 1985, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

17. The qualification of a Director shall be the holding either exclusively or jointly with another tenant or other tenants of the Building of one share in the Company provided that if any Director having so qualified shall cease to hold one share either exclusively or jointly as aforesaid in the Company his appointment as Director shall automatically determine and his office of Director shall be immediately vacated.

## **BORROWING POWERS**

18. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

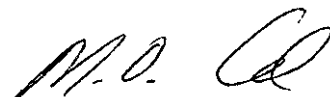
## **DIRECTORS' INTERESTS**

19. A director may vote in respect of any contract or arrangement, whether or not he has a personal interest in that contract or arrangement.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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QA Nominees  
The Studio,  
St. Nicholas Close,  
Elstree,  
Herts. WD6 3EW

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Dated this 7th day of January , 1999

Witness to the above Signatures -

Quick Access Formations  
The Studio,  
St. Nicholas Close,  
Elstree,  
Herts. WD6 3EW

