

The Companies Act 1985

---

A PRIVATE COMPANY LIMITED BY SHARES

---

---

AMENDED

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

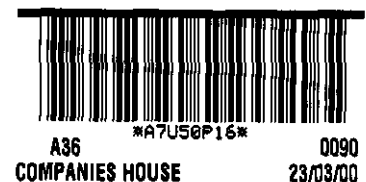
KENSINGTON VILLAGE MANAGEMENT LIMITED

---

Incorporated on 19 January 2000

Registered in England, Number 3909608

Lovells  
65 Holborn Viaduct  
London EC1A 2DY



**RE-SCAN**

The Companies Act 1985

---

A PRIVATE COMPANY LIMITED BY SHARES

---

Amended

Memorandum of Association

of

KENSINGTON VILLAGE MANAGEMENT LIMITED<sup>1</sup>

1. The name of the company is KENSINGTON VILLAGE MANAGEMENT LIMITED.
2. The registered office of the company is to be situated in England and Wales.
3. The objects of the Company are:
  - 3.1 To conduct the management maintenance and improvements of the freehold and the common parts and amenities of and services for the property known as Kensington Village, London W14 (the "Estate") and any land from time to time comprised therein and any other land which may benefit the same and to enter into such contracts and obligations as may be necessary for that purpose.
  - 3.2 To collect from the members of the Company liable for the same contributions payable by each of them toward such management maintenance and improvements.
  - 3.3 To pay any rates taxes charges duties levies assessments or other outgoings of whatsoever nature charged assessed or imposed on or in respect of the Estate or any part thereof.
  - 3.4 To establish and maintain capital reserves management funds and any form of sinking fund in order to pay or contribute towards all fees costs and other expenses incurred in the implementation of the Company's objects and to require the members of the Company to contribute towards such reserves or funds at such times in such amounts and in such

---

<sup>1</sup> The Company changed its name by Special Resolution passed on 14 February 2000 from 958<sup>TH</sup> SHELF TRADING COMPANY LIMITED to KENSINGTON VILLAGE MANAGEMENT LIMITED.

manner as the Company may think fit and to invest and deal in and with such moneys not immediately required in such manner as may from time to time be determined.

- 3.5 To enter into such contracts and other obligations as may be requisite with any third party to enable such third party to conduct the management maintenance and improvements as aforesaid.
- 3.6 To execute and do all such other instruments and acts and things as may be requisite for the purpose of ensuring the efficient management and administration of the land mentioned in paragraph 3.1.
- 3.7 To carry on all or any business which may seem to the Company capable of being conveniently carried on in connection with or as ancillary to any of the above objects of which it may be advisable to undertake for the purposes thereof.
- 3.8 To purchase, take on lease or in exchange or otherwise acquire hold deal in and otherwise dispose of all or any estate or interest in or over any lands buildings easements rights privileges concessions patents patent rights licences secret processes machinery plant stock-in-trade and any real or personal property (whether tangible or intangible) of any kind;
- 3.9 To purchase or by other means acquire and protect any licenses protections and concessions or other rights which may appear likely to be advantageous or useful to the Company.
- 3.10 To sell improve manage develop turn to account exchange let on rent royalty share of profits or otherwise lease grant licences easements and other rights in or over the whole or any part of the undertaking property assets rights effects and business of the Company for such consideration as may be thought fit and in particular for the rent or rents or stocks shares debentures debenture stock or other obligations of any other company or without considerations including without limitation any such dealing or disposal on terms that are wholly or partly gratuitous or of a non-commercial nature.
- 3.11 To enforce any covenants of which the benefit is held by the Company and which affect the land mentioned in paragraph 3.1.
- 3.12 To acquire and undertake on any terms and subject to any conditions the whole or any part of the business property assets liabilities and transactions of any person or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
- 3.13 To subscribe or underwrite purchase or otherwise acquire and to hold dispose of and deal with the shares stocks securities and evidences of indebtedness or the right to participate

in profits or other similar documents issued by the government authority corporation or body or by any company or body of persons and any options and rights in respect thereof.

- 3.14 To borrow or raise or secure the payment of money in any manner and on any terms for the purposes of or in connection with any of the Company's business or businesses.
- 3.15 To lend and advance money or give credit on any terms and with or without security to any person firm or 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.
- 3.16 For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking property and rights (including property and rights to be subsequently acquired) of the Company and to create issue make and give debentures debenture stock bonds or other obligations perpetual or otherwise with or without any mortgage or charge on all or any part of such undertaking property or rights.
- 3.17 To pay out of the funds of the Company all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested including in such preliminary expenses all or any part of the costs and expenses of the owners of any business or property acquired by the Company.
- 3.18 To enter into any arrangements with any company that may seem conducive to the Company's objects or any of them and to obtain from any such company any contracts rights grants loans privileges or concessions which the Company may think it desirable to obtain and to carry out exercise and comply with the same.
- 3.19 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.
- 3.20 To undertake and execute any trust or agency business (whether gratuitously or otherwise) the undertaking whereof may seem desirable whether as being convenient for or conducive to any of the objects of the Company or as being a convenience or amenity for the lessees or occupiers of any part of the Estate.
- 3.21 To remunerate any person firm or company rendering services to the Company.
- 3.22 To draw make accept endorse negotiate discount execute and issue promissory notes bills bills of exchange and other negotiable instruments.

- 3.23 To invest and deal with the moneys of the Company not immediately required for the purpose of the business of the Company in or upon such investment and in such manner as may from time to time be determined.
- 3.24 To establish and maintain any policies of insurance incidental to the Company's affairs including without limitation any policy of insurance in respect of a director's or officer's liability for negligence default breach of duty or breach of trust as permitted by s 310 Companies Act 1985.
- 3.25 To carry on all or any of the following businesses namely builders and contractors decorators merchants and dealers in stone sand lime and bricks timber iron steel hardware paint and other building or decorating requisites and insurance agents.
- 3.26 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.
- 3.27 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.
- 3.28 To distribute among the members of the Company in kind any property of the Company of whatever nature.
- 3.29 To do all or any of the things hereinbefore authorised either alone or in conjunction with or as trustee or agent for others or by or through trustees or agent and either with or without the intention or object of profit and whether gratuitously or otherwise.
- 3.30 To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

AND SO THAT:-

- (1) The objects specified in each of the paragraphs of this clause shall not except where the context expressly so requires be in any way limited or restricted by the terms of any other paragraph and shall be construed as separate distinct and independent objects capable of being performed and carried out separately distinctly and independently of each other.
- (2) 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 of re-enactment of that provision for the time being in force.<sup>2</sup>

4. The liability of the members is limited.
5. The share capital of the company is £102 divided into 102 Ordinary Shares of £1 each.<sup>3</sup>

---

<sup>2</sup> The section after sub-clause 3.30 was added to the Memorandum of Association by shareholders written resolution passed unanimously on 6 March 2000.

<sup>3</sup> On 14 February 2000 the share capital of the Company was increased from £100 divided into 100 Ordinary Shares of £1.00 each to £102 divided into 102 Ordinary Shares of £1.00 each.