

FILE COPY



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

Company No. 5101756

The Registrar of Companies for England and Wales hereby certifies that
145 RAVENSLEA ROAD BALHAM 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 April 2004



N05101756C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Please complete in typescript, or in bold black capitals.

CHWP007

Declaration on application for registration

Company Name in full

145 RAVENSLEA ROAD BALHAM LIMITED

I, **Haslams Secretaries Limited**

of **14 Bold Street, WARRINGTON, WA1 1DL**

† 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

John A. Dyke (Director)

Declared at

1 Palmyra Square, WARRINGTON, WA1 1BZ

On

Day	Month	Year					
1	3	0	4	2	0	0	4

① Please print name.

before me ^①

JOHN KING

Signed

John King

Date **13/04/2004**

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

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.

HASLAM TUNSTALL

14 Bold Street, WARRINGTON, WA1 1DL

Tel **01925 633214**

DX number

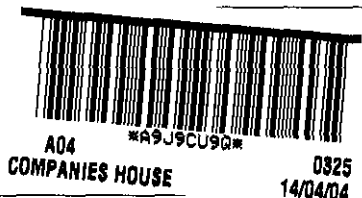
DX exchange

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

Companies House, Crown Way, Cardiff, CF14 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



Form revised June 1998

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Please complete in typescript,
or in bold black capitals.

CHWP007

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

145 RAVENSLEA ROAD BALHAM LIMITED

Proposed Registered Office

14 Bold Street

(PO Box numbers only, are not acceptable)

Post town

WARRINGTON

County / Region

Postcode

WA1 1DL

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

HASLAM TUNSTALL

Address

14 Bold Street

Post town

WARRINGTON

County / Region

Postcode

WA1 1DL

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.

HASLAM TUNSTALL

14 Bold Street WARRINGTON WA1 1DL

Tel 01925 633214

DX number

DX exchange



A04
COMPANIES HOUSE

0326
14/04/04

Form revised July 1998

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for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

HASLAMs SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address

14 Bold Street

Usual residential address

For a corporation, give the registered or principal office address.

Post town

WARRINGTON

County / Region

Postcode

WA1 1DL

Country

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

Consent signature

Judith A. Dyke (Director)

Date

13/04/2004

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

HASLAMs LIMITED

Previous forename(s)

Previous surname(s)

Address

14 Bold Street

Usual residential address

For a corporation, give the registered or principal office address.

Post town

WARRINGTON

County / Region

Postcode

WA1 1DL

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

Judith A. Dyke (Director)

Date

13/04/2004

Directors (continued) (see notes 1-5)

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

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

Or the subscribers

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

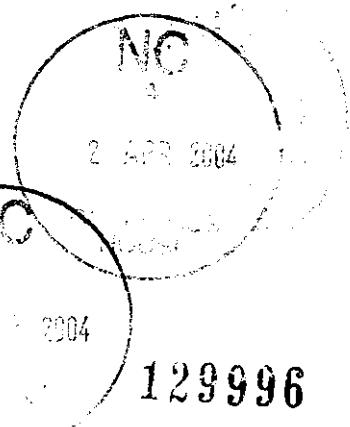
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THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

145 RAVENSLEA ROAD BALHAM LIMITED



A04 0327
COMPANIES HOUSE 14/04/04
A06 0114
COMPANIES HOUSE 02/04/04

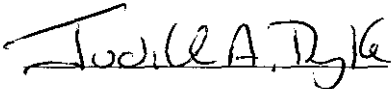
1. The Company's name is "145 RAVENSLEA ROAD BALHAM LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (a) To own the freehold of the property known as 145 RAVENSLEA ROAD BALHAM; to undertake the management and administration of the said property and the repair, maintenance and upkeep of the gardens and grounds attached thereto; and to generally manage any land buildings or other property, and to collect any income and to supply necessary services and amenities and to maintain the same in connection therewith, to engage and employ such servants, gardeners and other persons; to pay the out goings in relation to the property managed by the Company and to keep the same insured and pay all premiums payable in respect thereof; and to carry on the business of Proprietors and Managers of the property; and to buy, sell, trade and deal in goods, wares, merchandise, produce, commodities, articles and things of every description capable of being used in connection with the foregoing business or likely to be required by any persons having dealings with the Company.
 - (b) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on in connection with or as ancillary to any of the businesses of the Company.
 - (c) To purchase or by any other means acquire or take options over any property whatsoever, and any interests in or rights or privileges of any kind over or in respect of any property.
 - (d) 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.
 - (e) 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 hold or otherwise deal with any investments made.
 - (f) 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 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.
 - (g) To apply for, promote, and obtain any Act of Parliament, order, or licence of any government department 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.

- (h) 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.
- (i) To remunerate any person, firm or company rendering services to the Company either by cash payment.
- (j) 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.
- (k) 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 employees, or may be connected with any town or place where the Company carries on business.
- (l) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (m) 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.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, 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 from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. 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. The liability of the Members is limited.
- 5. The Company's share capital is £20 divided into 20 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. Haslams Secretaries Limited 14, Bold Street, Warrington, Cheshire WA1 1DL	1
 (Director)	
Total shares taken	1

Dated the 13th April 2004

Witness to the above signatures:-

Philip Charles Dyke
14, Bold Street,
Warrington,
Cheshire
WA1 1DL



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

145 RAVENSLEA ROAD BALHAM LIMITED

PRELIMINARY AND INTERPRETATION

1. (a) The regulations contained or incorporated in Table "A" in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) (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. References herein to Regulations are to regulations in Table A.
- (b) In these regulations and in the Regulations that apply to the Company:-
 - "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
 - "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
 - "dwelling" means a flat comprised in the property known as 145 RAVENSLEA ROAD BALHAM.
 - "dwellingholder" means the person or persons to whom the leasehold of a dwelling has been granted, and so that, whenever two or more persons are for the time being joint dwellingholders of any dwelling, they shall for all the purposes of these regulations be deemed to constitute one dwellingholder.

ALLOTMENT OF SHARES

2. (a) No share shall be allotted to any person who is not a dwellingholder. In accordance with Sections 91 and 95 of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (b) Subject to paragraph (a) of this Article and Section 80A of the Act, 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. Such authority may at any time be renewed or varied by Ordinary Resolution of the Company.

SHARES

3. The lien conferred by Regulation 8 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. Regulation 8 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 Regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

5. (a) If a dwellingholder parts with all interest in the dwelling held by him, or if his interest therein for any reason ceases and determines he, or, in the event of his death, his legal personal representative shall transfer his share in the Company to the person or persons becoming the dwellingholder of the said dwelling in his place. No share shall be transferred to any person who is not a dwellingholder.
- (b) The price to be paid on the transfer of every share under this Article shall, unless the transferor and transferee otherwise agree, be its nominal value.
- (c) If the holder of a share (or his legal personal representative) refuses or neglects to transfer it in accordance with this Article, one of the Directors, duly nominated for that purpose by a resolution of the Board, shall be the Attorney of such holder, with full power on his behalf and in his name to execute, complete and deliver a transfer of his share to the person or persons to whom the same ought to be transferred hereunder; and the Company may give a good discharge for the purchase money and enter the name of the transferee of the said share in the Register of Members as the holder thereof.
- (c) Notwithstanding the provisions of this Article, the Directors may decline to register any transfer which would otherwise be permitted hereunder if it is a transfer:-
- (i) of a share on which the Company has a lien;
 - (ii) of a share (not being a fully paid share) to a person of whom they shall not approve;
 - (iii) of a share (whether or not it is fully paid) made pursuant to paragraph (i) below.
- Regulation 24 shall not apply.
6. If a Member shall die or be adjudged bankrupt, his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a Member of the Company, provided he or they shall for the time being be the dwellingholder of the dwelling formerly held by such deceased or bankrupt Member.
7. The Directors may refuse to register any transfer of shares and shall so refuse in the case of any transfer made in contravention of the foregoing provisions.

GENERAL MEETINGS AND RESOLUTIONS

8. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:-
- (a) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other Meeting, by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.
- The notice shall specify the time and place of the Meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such. Regulation 38 shall not apply.
9. 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 Auditor for the time being of the Company.
10. No business shall be transacted at any General Meeting unless a quorum is present at the time the Meeting proceeds to business and whilst such business is being transacted. If the Company has only one Member, then

that Member present in person or a proxy for that Member, or the duly authorised representative of a corporation which is that Member, shall be a quorum, and otherwise a quorum shall be two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation. Regulation 40 shall not apply.

11. Regulation 41 shall be read and construed as if the words “, and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved” were added at the end.

APPOINTMENT OF DIRECTORS

12. (a) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be not less than one or more than the total number of dwellings. Regulation 64 shall not apply. Whenever the minimum number of Directors shall be one a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally. Regulations 89 and 90 shall be modified accordingly.
- (b) The Directors shall not retire by rotation. Regulations 73 to 77 (inclusive) shall not apply and Regulation 78 shall be modified accordingly.
- (c) (i) The Directors shall have power at any time and from time to time to appoint any other person to be a director of the Company, either to fill a casual vacancy or as an addition to the Board, provided that the appointment does not cause the number of Directors to exceed any maximum number of Directors fixed under paragraph (a) above and for the time being in force. Subject to Regulation 81 a director may be appointed under this Article to hold office for life or any other period or upon such terms in respect of his retirement as the directors shall at the time of his appointment determine. Regulation 79 shall not apply and Regulation 80 shall be modified accordingly.
- (ii) Regulation 78 shall be ended at the words “additional director” and the succeeding words shall not apply to the Company.
- (d) Following the death of a sole Director who is also the Company's only Member, the personal representatives of such deceased Member shall have the right to appoint in writing a person to be a Director and such appointment shall be as valid as if it had been made by Ordinary Resolution of the Company in accordance with Regulation 78 as modified by this Article.

POWERS OF DIRECTORS

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matters arising thereout, and if he shall so vote his vote shall be counted and he shall (whether or not he shall vote on the same) be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulation 94 shall not apply.
14. The Directors may exercise the powers of the Company conferred by Clause 3(s) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers. Regulation 87 shall not apply.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

15. The office of a Director shall be vacated if:-
- (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - (d) he resigns his office by notice to the Company; or

- (e) he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.

Regulation 81 shall not apply.

16. The Company may at any time by Extraordinary Resolution remove a Director from office, and may by an Ordinary Resolution appoint another person to be a Director in his place.

THE SEAL

17. If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or a second Director. The obligation under Regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 shall not apply to the Company.

NOTICES

18. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. The period after which a notice shall be deemed to have been giving shall be 24 hours. Regulation 115 shall be amended accordingly.

INDEMNITY

19. (a) In addition to the indemnity contained in Regulation 118 and subject to the provisions of Section 310 of the Act, every Director, Auditor or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.
- (b) The Directors shall have the power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310 of the Act.

PURCHASE OF OWN SHARES

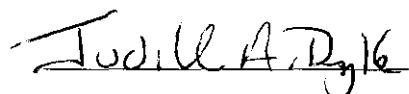
20. The Company may not purchase its own shares. Regulation 35 shall not apply.

EXPENSES

21. The dwellingholders shall contribute equally a sum, as determined by Ordinary Resolution of the Company, to cover all expenses and losses which the Company shall properly incur on their behalf, and in respect of which they are not otherwise bound to contribute in their capacity as dwellingholders.

Names and Addresses of Subscribers

1. Haslams Secretaries Limited
14, Bold Street,
Warrington,
Cheshire
WA1 1DL

 (Director)

Dated the 13th April 2004

Witness to the above signatures:-

Philip Charles Dyke
14, Bold Street,
Warrington,
Cheshire
WA1 1DL

