

**FILE COPY**



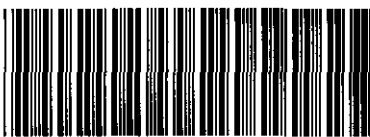
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5380544

The Registrar of Companies for England and Wales hereby certifies that  
ISLINGTON GREEN MANAGEMENT COMPANY 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 2nd March 2005



\*N05380544G\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

Package: 'Laserform'  
by Laserform International Ltd.

# 12

Please complete in typescript,  
or in bold black capitals.

CHFP025

## Declaration on application for registration

Company Name in full

ISLINGTON GREEN MANAGEMENT COMPANY LIMITED

I, DIONNE BOYES

of 7 Spencer Parade, Northampton NN1 5AB

† 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 or a person named as director or secretary of the~~  
~~company or a person named as director or secretary of the~~  
~~company or a person named as director or secretary of the~~  
~~company or a person named as director or secretary of the~~  
† 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

PARU WOODFIE 4 MILLER RD NORTHAMPTON

Day Month Year

On

21 02 2005

① Please print name.

before me ①

PETER CRAIG WILTON

Signed

P.C. Wilton

Date

23.02.05

† 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.

Hewitsons  
7 Spencer Parade  
Northampton  
NN1 5AB

Tel 01604 233233

DX number DX 12401

DX exchange DXExch

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**



A41 \*ADX80342\* 0190  
COMPANIES HOUSE 26/02/05

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**Package:** 'Laserform'  
by Laserform International Ltd.

Please complete in typescript,  
or in bold black capitals.

CHFP025

Notes on completion appear on final page

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

#### Company Name in full

ISLINGTON GREEN MANAGEMENT COMPANY LIMITED

#### Proposed Registered Office

(PO Box numbers only, are not acceptable)

Tesco House

Delamare Road

Post town

Cheshunt

County / Region

Hertfordshire

Postcode

EN8 9SL

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

Hewitsons Solicitors

Address

7 Spencer Parade

Post town

Northampton

County / Region

Northamptonshire

Postcode

NN1 5AB

Number of continuation sheets attached

You do not have to give any contact  
information in the box opposite but if you  
do, it will help Companies House to  
contact you if there is a query on the  
form. The contact information that you  
give will be visible to searchers of the  
public record.

Hewitsons

7 Spencer Parade

Northampton

NN1 5AB

Ref: 627A/MB/General

Tel 01604 233233

DX number DX 12401

DX exchange DXExch

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

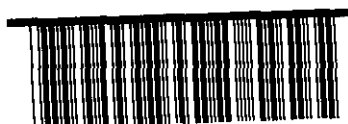
**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**

for companies registered in England and Wales or

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

for companies registered in Scotland

**DX 235 Edinburgh**




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COMPANIES HOUSE

Laserform International 4/03

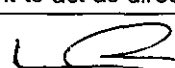
0191  
26/02/05

**Company Secretary** (see notes 1-5)

Company name		Islington Green Management Company Limited	
NAME	*Style / Title	Ms	*Honours etc
Forename(s)		Helen	
Surname		O'Keefe	
Previous forename(s)			
Previous surname(s)			
Address <sup>††</sup>		35 Luxford Place	
Post town		Sawbridgeshire	
County / Region		Hertfordshire	Postcode CM21 9JB
Country		England	
I consent to act as secretary of the company named on page 1			
Consent signature			Date 10-2-05

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

Please list directors in alphabetical order

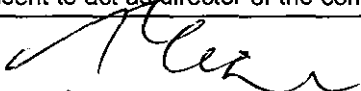
NAME	*Style / Title	Mr	*Honours etc
Forename(s)		Martin John	
Surname		Field	
Previous forename(s)			
Previous surname(s)			
Address <sup>††</sup>		42 Lygean Avenue	
Post town		Ware	
County / Region		Hertfordshire	Postcode SG12 7AR
Country		England	
Date of birth		Nationality	
Day Month Year		English	
Business occupation		Director	
Other directorships		See attached	
I consent to act as director of the company named on page 1			
Consent signature			Date 10-2-05

<sup>††</sup> Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

**Directors**


(see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	Mr	<b>*Honours etc</b>			
<b>* Voluntary details</b>	<b>Forename(s)</b>	Neil Timothy				
	<b>Surname</b>	Earp				
	<b>Previous forename(s)</b>					
	<b>Previous surname(s)</b>					
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	<b>Address ††</b>	Springfield Farm				
		Warren Lane				
	<b>Post town</b>	Cottered				
	<b>County / Region</b>	Hertfordshire	<b>Postcode</b>	SG9 9QD		
	<b>Country</b>	England				
	<b>Date of birth</b>	Day 01	Month 01	Year 1955	<b>Nationality</b>	English
	<b>Business occupation</b>	Chartered Surveyor				
	<b>Other directorships</b>	See List Attached				
I consent to act as director of the company named on page 1						
	<b>Consent signature</b>				<b>Date</b>	10-2-05

**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**

10-2-05

**Signed****Date**

10-2-05

**Signed****Date****Signed****Date****Signed****Date****Signed****Date**

NEIL EARP CURRENT DIRECTORSHIPS		
Type	Appointed To	Appointed
Director	Cambridge Riverside Management Company Limited	16/07/2003
Director	M. Copeland Limited	03/03/2003
Director	Shopping Centres Ltd	02/07/2003
Director	Spen Hill Developments Limited	09/07/2003

HELEN O'KEEFE CURRENT DIRECTORSHIPS		
Type	Appointed To	Appointed
Company Secretary	3 Guys Ltd.	31/08/2004
Company Secretary	Adsega Limited	31/08/2004
Company Secretary	Angel Warehouse Co Ltd	31/08/2004
Company Secretary	Anthony Jackson's Foodfare Limited	31/08/2004
Company Secretary	Bargain Centres (London) Ltd	31/08/2004
Company Secretary	Bathmare Ltd	31/08/2004
Company Secretary	Beehythe Estates limited	31/08/2004
Company Secretary	Billjive Limited	31/08/2004
Company Secretary	Bishops Bridge Investments Limited	31/08/2004
Company Secretary	Brace Pinhome Construction Company Limited	31/08/2004
Company Secretary	Bride Developments (Borehamwood) Limited	31/08/2004
Company Secretary	Bride Developments (Colchester) Limited	31/08/2004
Company Secretary	Bride Developments (Ely) Limited	31/08/2004
Company Secretary	Bride Developments (Middlewich) Limited	31/08/2004
Company Secretary	Bride Developments (Twickenham) Limited	31/08/2004
Company Secretary	Bride Developments Limited	31/08/2004
Company Secretary	Bride Investments (Borehamwood) Limited	31/08/2004
Company Secretary	Bride Investments (Colchester) Limited	31/08/2004
Company Secretary	Bride Investments (Cowley) Limited	31/08/2004
Company Secretary	Bride Investments (Ely) Limited	31/08/2004
Company Secretary	Bride Investments (Middlewich) Limited	31/08/2004
Company Secretary	Bride Investments (Twickenham) Limited	31/08/2004
Company Secretary	BROUGHTON RETAIL PARK NOMINEE 1 LIMITED	31/08/2004
Company Secretary	Broughton Retail Park Nominee 2 Limited	31/08/2004
Company Secretary	Broughton Retail Park Nominee 3 Limited	31/08/2004
Company Secretary	Broughton Retail Park Nominee 4 Limited	31/08/2004
Company Secretary	Bugden Ltd	31/08/2004
Company Secretary	Buyright (London) Ltd	31/08/2004
Company Secretary	Cadena Cafes Ltd	31/08/2004
Company Secretary	Cambridge Riverside Management Company Limited	16/07/2003
Company Secretary	Charles Phillips & Company Limited	31/08/2004
Company Secretary	COMAR LIMITED	31/08/2004
Company Secretary	Country Market Limited (The)	31/08/2004
Company Secretary	Cowbell Estates Limited	31/08/2004
Company Secretary	CRAZY PRICES	31/08/2004
Company Secretary	Cullen's Holdings Limited	31/08/2004
Company Secretary	Cullens Patisseries Limited	31/08/2004
Company Secretary	Cullen's Stores Limited	31/08/2004
Company Secretary	DAILY WRAP PRODUCE LIMITED	31/08/2004
Company Secretary	Dairyglen Travel Limited	31/08/2004
Company Secretary	Daylin Stores Limited	31/08/2004
Company Secretary	Discount Supermarkets Ltd	31/08/2004
Company Secretary	Dubpark Limited	31/08/2004
Company Secretary	East Herts Research Limited	31/08/2004
Company Secretary	Ely Trading Estate Ltd	31/08/2004
Company Secretary	Europa Foods Limited	31/08/2004
Company Secretary	Faraday Properties Limited	31/08/2004
Company Secretary	Fieldcastle Investments Limited	31/08/2004
Company Secretary	FLITWICK PHARMACIES LIMITED	31/08/2004
Company Secretary	Food & Wine Lovers Limited	31/08/2004
Company Secretary	G. H. LANGLEY (PHARMACY) LIMITED	31/08/2004
Company Secretary	Glenne Motors Ltd	31/08/2004
Company Secretary	Goodworths Ltd	31/08/2004
Company Secretary	Harrow Stores(Watford) Limited	31/08/2004

Company Secretary	Harts The Grocer (Gloucester Road) Limited	31/08/2004
Company Secretary	Harts The Grocers (Fulham Road) Limited	31/08/2004
Company Secretary	Harts The Grocers (Russell Square) Limited	31/08/2004
Company Secretary	Harts The Grocers (TCR) Limited	31/08/2004
Company Secretary	Harts The Grocers Limited	31/08/2004
Company Secretary	Hillards Pension Trustees Limited	31/08/2004
Company Secretary	J.E.Cohen & Company Limited	31/08/2004
Company Secretary	Jivebill Ltd.	31/08/2004
Company Secretary	KINGSWAY FRESH FOODS LTD	31/08/2004
Company Secretary	Kiwilight Limited	31/08/2004
Company Secretary	La Boucherie Limited	31/08/2004
Company Secretary	Laws Stores Limited	31/08/2004
Company Secretary	London & Home Counties Superstores Limited	31/08/2004
Company Secretary	London Grocers Ltd	31/08/2004
Company Secretary	Lowfoods Limited	31/08/2004
Company Secretary	M. Copeland Limited	31/08/2004
Company Secretary	Moody & Midgley Limited	31/08/2004
Company Secretary	New Clapton Stadium Company Limited	31/08/2004
Company Secretary	NPL (Hardgate) Limited	31/08/2004
Company Secretary	Power Supermarkets Limited	31/08/2004
Company Secretary	Ready Pharmacy Limited	31/08/2004
Company Secretary	Reynolds (Kent) Ltd	31/08/2004
Company Secretary	Riverway Finance Company Limited	31/08/2004
Company Secretary	S Bottomley & Bros Limited	31/08/2004
Company Secretary	Salecastle Limited	31/08/2004
Company Secretary	Sanders Supermarkets Limited	31/08/2004
Company Secretary	Seacroft Green Nominee 1 Limited	31/08/2004
Company Secretary	Seacroft Green Nominee 2 Limited	31/08/2004
Company Secretary	Sheraz Limited	31/08/2004
Company Secretary	Shopping Centres Ltd	31/08/2004
Company Secretary	Speedhalt Limited	31/08/2004
Company Secretary	Spenn Hill Developments (Holdings) Ltd	31/08/2004
Company Secretary	Spenn Hill Developments (Portishead) Ltd	31/08/2004
Company Secretary	Spenn Hill Developments (Tonbridge) Limited	31/08/2004
Company Secretary	Spenn Hill Developments Limited	31/08/2004
Company Secretary	Spenn Hill Management Limited	31/08/2004
Company Secretary	Spenn Hill Properties (Holdings) plc	31/08/2004
Company Secretary	Spenn Hill Properties (Southend) Limited	31/08/2004
Company Secretary	Statusfloat Limited	31/08/2004
Company Secretary	STEWARTS SUPERDEAL LIMITED	31/08/2004
Company Secretary	Stewarts Supermarkets Limited	31/08/2004
Company Secretary	Tesco (Cheshunt) Ltd	31/08/2004
Company Secretary	Tesco (London) Limited	31/08/2004
Company Secretary	Tesco (Overseas) Ltd	31/08/2004
Company Secretary	Tesco (Partnership) Limited	31/08/2004
Company Secretary	Tesco (Wholesale) Ltd	31/08/2004
Company Secretary	Tesco (Yorkshire) Limited	31/08/2004
Company Secretary	Tesco Capital No 1 Limited	31/08/2004
Company Secretary	TESCO CAPITAL NO.2 LIMITED	31/08/2004
Company Secretary	Tesco card Services Limited	31/08/2004
Company Secretary	Tesco Dispensing Ltd	31/08/2004
Company Secretary	Tesco Distribution Holdings Limited	31/08/2004
Company Secretary	Tesco Distribution Limited	31/08/2004
Company Secretary	Tesco Estates Limited	31/08/2004
Company Secretary	Tesco Freetime Limited	31/08/2004
Company Secretary	Tesco Fuel Limited	31/08/2004
Company Secretary	Tesco Holdings Limited	31/08/2004
Company Secretary	Tesco Hungary (Holdings) Limited	31/08/2004
Company Secretary	TESCO INTERNATIONAL SERVICES LIMITED	31/08/2004
Company Secretary	Tesco Management Ltd	31/08/2004
Company Secretary	Tesco Mobile Communications Limited	31/08/2004
Company Secretary	Tesco Mobile Services Limited	31/08/2004
Company Secretary	Tesco Overseas (Holdings) Limited	31/08/2004

Company Secretary	Tesco Overseas Investments Limited	31/08/2004
Company Secretary	Tesco Overseas ULC	31/08/2004
Company Secretary	Tesco Property Holdings Ltd	31/08/2004
Company Secretary	Tesco Property Partner (GP) Limited	31/08/2004
Company Secretary	Tesco Savings Ltd	31/08/2004
Company Secretary	Tesco Seacroft Limited	31/08/2004
Company Secretary	Tesco Self Service Ltd	31/08/2004
Company Secretary	Tesco Services Limited	31/08/2004
Company Secretary	TESCO SWAP REALISTION COMPANY (NO.2) LIMITED	31/08/2004
Company Secretary	tesco worldwide limited	31/08/2004
Company Secretary	TGP (Partnership Nominee) Limited	31/08/2004
Company Secretary	Titus Ward & Co Ltd	31/08/2004
Company Secretary	Ventcourt Limited	31/08/2004
Company Secretary	W S Chapman & Co Ltd	31/08/2004
Company Secretary	W.H.Richards Limited	31/08/2004
Company Secretary	Waltham Abbey Developments Limited	31/08/2004
Company Secretary	Waltham Properties Ltd	31/08/2004
Company Secretary	Williamsons Ltd	31/08/2004
Company Secretary	Wm Low Investments Limited	31/08/2004
Company Secretary	Wm Low Supermarkets Limited	31/08/2004
Company Secretary	WNFS Limited	31/08/2004
Company Secretary	Worple Road Plc	31/08/2004

#### MARTIN FIELD PAST/CURRENT DIRECTORSHIPS

Type	Appointed To	Appointed	Resigned
Company Secretary	3 Guys Ltd.	22/04/1996	10/10/2000
Company Secretary	3 Guys Ltd.	12/06/1990	09/10/1995
Company Secretary	ABF TRUSTEE COMPANY OF IRELAND LIMITED	11/09/1997	28/02/1998
Company Secretary	Adsega Limited	22/04/1996	10/10/2000
Company Secretary	Adsega Limited	12/06/1990	09/10/1995
Company Secretary	Albafare	11/09/1997	28/02/1998
Company Secretary	ALDRIN	11/09/1997	28/02/1998
Company Secretary	ALEX FINDLATER AND COMPANY	11/09/1997	28/02/1998
Company Secretary	Angel Warehouse Co Ltd	22/04/1996	10/10/2000
Company Secretary	Angel Warehouse Co Ltd	12/06/1990	09/10/1995
Company Secretary	Anthony Jackson's Foodfare Limited	22/04/1996	10/10/2000
Company Secretary	Anthony Jackson's Foodfare Limited	12/06/1990	09/10/1995
Company Secretary	Bargain Centres (London) Ltd	22/04/1996	10/10/2000
Company Secretary	Bargain Centres (London) Ltd	12/06/1990	09/10/1995
Company Secretary	BARRANCA	11/09/1997	28/02/1998
Company Secretary	Bathmare Ltd	20/03/1998	08/06/1999
Company Secretary	Bathmare Ltd	16/06/1993	09/10/1995
Company Secretary	Billjive Limited	22/04/1996	10/10/2000
Company Secretary	Billjive Limited	12/06/1990	09/10/1995
Company Secretary	Bishops Bridge Investments Limited	22/04/1996	10/10/2000
Company Secretary	Bishops Bridge Investments Limited	12/06/1990	09/10/1995
Company Secretary	BLT Properties Limited	26/11/1996	27/10/1998
Company Secretary	Brace Pinhorne Construction Company Limited	22/04/1996	10/10/2000
Company Secretary	Brace Pinhorne Construction Company Limited	12/06/1990	09/10/1995
Company Secretary	Bride Developments (Borehamwood) Limited	22/04/1996	10/10/2000
Company Secretary	Bride Developments (Borehamwood) Limited	25/02/1993	09/10/1995
Company Secretary	Bride Developments (Colchester) Limited	22/04/1996	10/10/2000
Company Secretary	Bride Developments (Colchester) Limited	30/06/1994	09/10/1995
Company Secretary	Bride Developments (Ely) Limited	22/04/1996	10/10/2000
Company Secretary	Bride Developments (Ely) Limited	30/06/1994	09/10/1995
Company Secretary	Bride Developments (Middlewich) Limited	22/04/1996	10/10/2000
Company Secretary	Bride Developments (Middlewich) Limited	30/07/1993	09/10/1995
Company Secretary	Bride Developments (Twickenham) Limited	22/04/1996	10/10/2000
Company Secretary	Bride Developments (Twickenham) Limited	25/02/1993	09/10/1995
Company Secretary	Bride Developments Limited	22/04/1996	10/10/2000
Company Secretary	Bride Developments Limited	06/03/1992	09/10/1995
Company Secretary	Bride Investments (Borehamwood) Limited	22/04/1996	10/10/2000
Company Secretary	Bride Investments (Borehamwood) Limited	25/02/1993	09/10/1995



Company Secretary	Bride Investments (Colchester) Limited	22/04/1996	10/10/2000
Company Secretary	Bride Investments (Colchester) Limited	30/06/1994	09/10/1995
Company Secretary	Bride Investments (Cowley) Limited	22/04/1996	10/10/2000
Company Secretary	Bride Investments (Cowley) Limited	16/12/1994	09/10/1995
Company Secretary	Bride Investments (Ely) Limited	22/04/1996	10/10/2000
Company Secretary	Bride Investments (Ely) Limited	30/06/1994	09/10/1995
Company Secretary	Bride Investments (Middlewich) Limited	22/04/1996	10/10/2000
Company Secretary	Bride Investments (Middlewich) Limited	30/07/1993	09/10/1995
Company Secretary	Bride Investments (Twickenham) Limited	22/04/1996	10/10/2000
Company Secretary	Bride Investments (Twickenham) Limited	25/02/1993	09/10/1995
Company Secretary	Bugden Ltd	22/04/1996	10/10/2000
Company Secretary	Bugden Ltd	12/06/1990	09/10/1995
Company Secretary	Buyright (London) Ltd	22/04/1996	10/10/2000
Company Secretary	Buyright (London) Ltd	12/06/1990	09/10/1995
Company Secretary	Cadena Cafes Ltd	22/04/1996	10/10/2000
Company Secretary	Cadena Cafes Ltd	12/06/1990	09/10/1995
Company Secretary	CARLOW DEVELOPMENTS	11/09/1997	28/02/1998
Company Secretary	Charles Phillips & Company Limited	22/04/1996	10/10/2000
Company Secretary	Charles Phillips & Company Limited	12/06/1990	09/10/1995
Company Secretary	CLONDALKIN PROPERTIES LIMITED	11/09/1997	28/02/1998
Company Secretary	COMAR LIMITED	11/09/1997	30/05/2003
Company Secretary	COMMERCIAL INVESTMENTS LIMITED	11/09/1997	28/02/1998
Company Secretary	Cowbell Estates Limited	22/04/1996	10/10/2000
Company Secretary	Cowbell Estates Limited	16/12/1994	09/10/1995
Company Secretary	CRAZY PRICES	28/07/1997	30/05/2003
Company Secretary	DAILY WRAP PRODUCE LIMITED	28/07/1997	30/05/2003
Company Secretary	Dairyglen Travel Limited	22/04/1996	10/10/2000
Company Secretary	Dairyglen Travel Limited	12/06/1990	09/10/1995
Company Secretary	Daylin Stores Limited	22/04/1996	10/10/2000
Company Secretary	Daylin Stores Limited	12/06/1990	09/10/1995
Company Secretary	Dillons Stores Limited	27/01/1998	10/10/2000
Company Secretary	Discount Supermarkets Ltd	22/04/1996	10/10/2000
Company Secretary	Discount Supermarkets Ltd	12/06/1990	09/10/1995
Company Secretary	Dubpark Limited	22/04/1996	10/10/2000
Company Secretary	Dubpark Limited	12/06/1990	09/10/1995
Company Secretary	East Herts Research Limited	22/04/1996	10/10/2000
Company Secretary	East Herts Research Limited	18/10/1994	09/10/1995
Company Secretary	Ely Trading Estate Ltd	22/04/1996	10/10/2000
Company Secretary	Ely Trading Estate Ltd	12/06/1990	09/10/1995
Company Secretary	FAMILY CARE	11/09/1997	28/02/1998
Company Secretary	Faraday Properties Limited	22/04/1996	10/10/2000
Company Secretary	Faraday Properties Limited	30/09/1994	09/10/1995
Company Secretary	Fieldcastle Investments Limited	22/04/1996	10/10/2000
Company Secretary	FIVE STAR	11/09/1997	28/02/1998
Company Secretary	FIVE STAR SUPERMARKET	11/09/1997	28/02/1998
Company Secretary	FLITWICK PHARMACIES LIMITED	20/09/1996	10/10/2000
Company Secretary	G. H. LANGLEY (PHARMACY) LIMITED	30/06/1995	10/10/2000
Company Secretary	Ginger Holdings	11/09/1997	28/02/1998
Company Secretary	Glenne Motors Ltd	22/04/1996	10/10/2000
Company Secretary	Glenne Motors Ltd	12/06/1990	09/10/1995
Company Secretary	Goodworths Ltd	22/04/1996	10/10/2000
Company Secretary	Goodworths Ltd	12/06/1990	09/10/1995
Company Secretary	GRITTAR	11/09/1997	28/02/1998
Company Secretary	Harrow Stores(Watford) Limited	22/04/1996	10/10/2000
Company Secretary	Harrow Stores(Watford) Limited	12/06/1990	09/10/1995
Company Secretary	Hillards Pension Trustees Limited	22/04/1996	10/10/2000
Company Secretary	Hillards Pension Trustees Limited	12/06/1990	09/10/1995
Company Secretary	HOUSE CARE	11/09/1997	28/02/1998
Company Secretary	J W Hillard Ltd	22/04/1996	10/10/2000
Company Secretary	J W Hillard Ltd	12/06/1990	09/10/1995
Company Secretary	J.E.Cohen & Company Limited	22/04/1996	10/10/2000
Company Secretary	J.E.Cohen & Company Limited	12/06/1990	09/10/1995
Company Secretary	Jivebill Ltd.	22/04/1996	10/10/2000

Company Secretary	Jivebill Ltd.	12/06/1990	09/10/1995
Company Secretary	KINGSWAY FRESH FOODS LTD	28/07/1997	30/05/2003
Company Secretary	Laws Stores Limited	22/04/1996	10/10/2000
Company Secretary	Laws Stores Limited	30/09/1994	09/10/1995
Company Secretary	LIFESTYLE SPORTS & LEISURE LIMITED	28/07/1997	13/11/1997
Company Secretary	LIFESTYLE SPORTS AND LEISURE (IRELAND) LIMITE	11/09/1997	28/02/1998
Company Secretary	Light Bite	11/09/1997	28/02/1998
Company Secretary	London Grocers Ltd	22/04/1996	10/10/2000
Company Secretary	London Grocers Ltd	12/06/1990	09/10/1995
Company Secretary	Lowfoods Limited	22/04/1996	10/10/2000
Company Secretary	Lowfoods Limited	30/09/1994	09/10/1995
Company Secretary	Mathers Supermarket	11/09/1997	28/02/1998
Company Secretary	Mayfield Investments Limited	11/09/1997	28/02/1998
Company Secretary	MERRION SHOPPING CENTRE LIMITED	11/09/1997	
Company Secretary	Moody & Midgley Limited	22/04/1996	10/10/2000
Company Secretary	Moody & Midgley Limited	12/06/1990	09/10/1995
Company Secretary	Nisol Limited	11/09/1997	
Company Secretary	Outlandus	11/09/1997	28/02/1998
Company Secretary	PESENTA	11/09/1997	28/02/1998
Company Secretary	POWER IMPORT AND WHOLESALE	11/09/1997	25/02/1998
Company Secretary	POWER MEATS	11/09/1997	28/02/1998
Company Secretary	Power Supermarkets Limited	11/09/1997	10/10/2000
Company Secretary	PQ DISCOUNT STORES	11/09/1997	28/02/1998
Company Secretary	PROVIDERS	11/09/1997	28/02/1998
Company Secretary	PSL PENSION TRUSTEES LIMITED	11/09/1997	28/02/1998
Company Secretary	Quinnsworth	11/09/1997	28/02/1998
Company Secretary	Quinnsworth (Dublin)	11/09/1997	28/02/1998
Company Secretary	Quinnsworth (Shannon)	11/09/1997	28/02/1998
Company Secretary	R.J.D. Holdings	11/09/1997	28/02/1998
Company Secretary	Ready Pharmacy Limited	22/04/1996	10/10/2000
Company Secretary	Ready Pharmacy Limited	01/06/1994	09/10/1995
Company Secretary	Reynolds (Kent) Ltd	22/04/1996	10/10/2000
Company Secretary	Reynolds (Kent) Ltd	12/06/1990	09/10/1995
Company Secretary	Riverway Finance Company Limited	22/04/1996	10/10/2000
Company Secretary	Riverway Finance Company Limited	12/06/1990	09/10/1995
Company Secretary	S Bottomley & Bros Limited	22/04/1996	10/10/2000
Company Secretary	S Bottomley & Bros Limited	12/06/1990	09/10/1995
Company Secretary	Sanders Supermarkets Limited	10/10/1997	10/10/2000
Company Secretary	Sheraz Limited	22/04/1996	10/10/2000
Company Secretary	Sheraz Limited	27/02/1995	09/10/1995
Company Secretary	Shopping Centres Ltd	16/03/1998	08/06/1999
Company Secretary	Shopping Centres Ltd	16/06/1993	09/10/1995
Company Secretary	Spen Hill Management Limited	04/12/1997	01/04/1999
Company Secretary	Stewarts Supermarkets Limited	28/07/1997	14/06/2004
Company Secretary	Tesco (Cheshunt) Ltd	22/04/1996	10/10/2000
Company Secretary	Tesco (Cheshunt) Ltd	12/06/1990	09/10/1995
Company Secretary	Tesco (London) Limited	22/04/1996	10/10/2000
Company Secretary	Tesco (London) Limited	12/06/1990	09/10/1995
Company Secretary	Tesco (Overseas) Ltd	22/04/1996	20/11/1998
Company Secretary	Tesco (Overseas) Ltd	12/06/1990	09/10/1995
Company Secretary	Tesco (Partnership) Limited	21/11/1997	10/10/2000
Company Secretary	Tesco (Wholesale) Ltd	22/04/1996	10/10/2000
Company Secretary	Tesco (Wholesale) Ltd	12/06/1990	09/10/1995
Company Secretary	Tesco (Yorkshire) Limited	22/04/1996	10/10/2000
Company Secretary	Tesco (Yorkshire) Limited	12/06/1990	09/10/1995
Company Secretary	Tesco card Services Limited	22/08/2000	10/10/2000
Company Secretary	Tesco Dispensing Ltd	22/04/1996	10/10/2000
Company Secretary	Tesco Dispensing Ltd	15/06/1992	09/10/1995
Company Secretary	Tesco Distribution Holdings Limited	21/05/1996	10/10/2000
Company Secretary	Tesco Distribution Limited	22/04/1996	10/10/2000
Company Secretary	Tesco Distribution Limited	18/10/1994	09/10/1995
Company Secretary	Tesco Estates Limited	22/04/1996	10/10/2000
Company Secretary	Tesco Estates Limited	12/06/1990	09/10/1995

Company Secretary	Tesco Freetime Limited	13/02/2002	30/05/2002
Company Secretary	Tesco Fuel Limited	22/04/1996	10/10/2000
Company Secretary	Tesco Fuel Limited	01/12/1992	09/10/1995
Company Secretary	Tesco Holdings Limited	12/06/1990	26/02/1992
Company Secretary	Tesco Holdings Limited	12/06/1990	12/05/1992
Company Secretary	Tesco Holdings Limited		26/02/1992
Company Secretary	Tesco Hungary (Holdings) Limited	22/04/1996	10/10/2000
Company Secretary	Tesco Hungary (Holdings) Limited	25/05/1994	09/10/1995
Company Secretary	TESCO INTERNATIONAL SERVICES LIMITED	21/05/1996	20/11/1998
Company Secretary	Tesco Management Ltd	22/04/1996	10/10/2000
Company Secretary	Tesco Management Ltd	12/06/1990	09/10/1995
Company Secretary	Tesco Overseas (Holdings) Limited	22/04/1996	10/10/2000
Company Secretary	Tesco Overseas (Holdings) Limited	15/12/1992	09/10/1995
Company Secretary	Tesco Overseas Investments Limited	21/05/1996	20/11/1998
Company Secretary	Tesco Overseas ULC	10/12/1998	10/10/2000
Company Secretary	Tesco Pension Trustees Ltd	11/09/1996	08/09/2000
Company Secretary	Tesco Pension Trustees Ltd	10/05/1989	09/10/1995
Company Secretary	Tesco Savings Ltd	22/04/1996	10/10/2000
Company Secretary	Tesco Savings Ltd	30/06/1994	10/10/1995
Company Secretary	Tesco Savings Ltd	30/06/1994	09/10/1995
Company Secretary	Tesco Self Service Ltd	22/04/1996	10/10/2000
Company Secretary	Tesco Self Service Ltd	12/06/1990	09/10/1995
Company Secretary	Tesco Services Limited	21/04/1997	10/10/2000
Company Secretary	Tesco Stores Limited	30/05/2003	
Company Secretary	tesco worldwide limited	16/02/2000	10/10/2000
Company Secretary	Tesco.Com Limited	16/03/2000	13/07/2000
Company Secretary	TGP (Partnership Nominee) Limited	03/11/1997	10/10/2000
Company Secretary	Titus Ward & Co Ltd	22/04/1996	10/10/2000
Company Secretary	Titus Ward & Co Ltd	12/06/1990	09/10/1995
Company Secretary	Ventcourt Limited	22/04/1996	10/10/2000
Company Secretary	Ventcourt Limited	23/04/1993	09/10/1995
Company Secretary	W S Chapman & Co Ltd	22/04/1996	10/10/2000
Company Secretary	W S Chapman & Co Ltd	12/06/1990	09/10/1995
Company Secretary	W.H.Richards Limited	22/04/1996	10/10/2000
Company Secretary	W.H.Richards Limited	29/06/1992	09/10/1995
Company Secretary	Waltham Properties Ltd	22/04/1996	10/10/2000
Company Secretary	Waltham Properties Ltd	12/06/1990	09/10/1995
Company Secretary	Williamsons Ltd	22/04/1996	10/10/2000
Company Secretary	Williamsons Ltd	12/06/1990	09/10/1995
Company Secretary	Wm Low & Company PLC	30/09/1994	09/10/1995
Company Secretary	Wm Low & Company PLC	30/09/1994	09/10/1995
Company Secretary	Wm Low Investments Limited	22/04/1996	10/10/2000
Company Secretary	Wm Low Investments Limited	30/09/1994	09/10/1995
Company Secretary	Wm Low Supermarkets Limited	22/04/1996	10/10/2000
Company Secretary	Wm Low Supermarkets Limited	30/09/1994	09/10/1995
Company Secretary	WNFS Limited	22/12/1998	10/10/2000
Director	3 Guys Ltd.	30/05/2003	
Director	Adsega Limited	30/05/2003	
Director	Angel Warehouse Co Ltd	30/05/2003	
Director	Anthony Jackson's Foodfare Limited	30/05/2003	
Director	Bargain Centres (London) Ltd	30/05/2003	
Director	Beehythe Estates limited	30/05/2003	
Director	Billjive Limited	30/05/2003	
Director	Bishops Bridge Investments Limited	30/05/2003	
Director	Brace Pinhome Construction Company Limited	30/05/2003	
Director	Bride Developments (Borehamwood) Limited	30/05/2003	
Director	Bride Developments (Colchester) Limited	30/05/2003	
Director	Bride Developments (Ely) Limited	30/05/2003	
Director	Bride Developments (Middlewich) Limited	30/05/2003	
Director	Bride Developments (Twickenham) Limited	30/05/2003	
Director	Bride Developments Limited	30/05/2003	
Director	Bride Investments (Borehamwood) Limited	30/05/2003	
Director	Bride Investments (Colchester) Limited	30/05/2003	

Director	Bride Investments (Cowley) Limited	30/05/2003	
Director	Bride Investments (Middletown) Limited	30/05/2003	
Director	Bride Investments (Twickenham) Limited	30/05/2003	
Director	BROUGHTON RETAIL PARK NOMINEE 1 LIMITED	30/05/2003	
Director	Broughton Retail Park Nominee 2 Limited	30/05/2003	
Director	Broughton Retail Park Nominee 3 Limited	30/05/2003	
Director	Broughton Retail Park Nominee 4 Limited	30/05/2003	
Director	Bugden Ltd	30/05/2003	
Director	Buyright (London) Ltd	30/05/2003	
Director	Cadena Cafes Ltd	30/05/2003	
Director	Cambridge Riverside Management Company Limited	16/07/2003	
Director	Charles Phillips & Company Limited	30/05/2003	
Director	COMAR LIMITED	30/05/2003	
Director	Cowbell Estates Limited	30/05/2003	
Director	CRAZY PRICES	30/05/2003	
Director	DAILY WRAP PRODUCE LIMITED	30/05/2003	
Director	Dairyglan Travel Limited	30/05/2003	
Director	Daylin Stores Limited	30/05/2003	
Director	Discount Supermarkets Ltd	30/05/2003	
Director	Dubpark Limited	30/05/2003	
Director	East Herts Research Limited	30/05/2003	
Director	Ely Trading Estate Ltd	30/05/2003	
Director	Extra Choices Club Limited	11/10/2000	
Director	Faraday Properties Limited	30/05/2003	
Director	Fieldcastle Investments Limited	30/05/2003	
Director	FLITWICK PHARMACIES LIMITED	30/05/2003	
Director	G. H. LANGLEY (PHARMACY) LIMITED	30/05/2003	
Director	Gienne Motors Ltd	30/05/2003	
Director	Goodworths Ltd	30/05/2003	
Director	Harrow Stores(Watford) Limited	30/05/2003	
Director	Hillards Pension Trustees Limited	30/05/2003	
Director	J W Hillard Ltd	30/05/2003	27/04/2004
Director	J.E.Cohen & Company Limited	30/05/2003	
Director	Jivebill Ltd.	30/05/2003	
Director	KINGSWAY FRESH FOODS LTD	30/05/2003	
Director	Laws Stores Limited	30/05/2003	
Director	London Grocers Ltd	30/05/2003	
Director	Lowfoods Limited	30/05/2003	
Director	M. Copeland Limited	10/06/2004	
Director	Moody & Midgley Limited	30/05/2003	
Director	New Clapton Stadium Company Limited	10/10/2003	
Director	NPL (Hardgate) Limited	24/10/2003	
Director	Power Supermarkets Limited	30/05/2003	
Director	Ready Pharmacy Limited	30/05/2003	
Director	Reynolds (Kent) Ltd	30/05/2003	
Director	Riverway Finance Company Limited	30/05/2003	
Director	S Bottomley & Bros Limited	30/05/2003	
Director	Sanders Supermarkets Limited	30/05/2003	
Director	Seacroft Green Nominee 1 Limited	02/08/2001	
Director	Seacroft Green Nominee 2 Limited	02/08/2001	
Director	Sheraz Limited	30/05/2003	
Director	Spenn Hill Developments (Holdings) Ltd	29/04/2004	
Director	Spenn Hill Developments (Portishead) Ltd	29/04/2004	
Director	Spenn Hill Developments (Tonbridge) Limited	29/04/2004	
Director	Spenn Hill Developments Limited	24/10/2003	
Director	Spenn Hill Management Limited	30/05/2003	
Director	Spenn Hill Properties (Holdings) plc	30/05/2003	
Director	Spenn Hill Properties (Southend) Limited	30/05/2003	
Director	Statusfloat Limited	30/05/2003	
Director	STEWARTS SUPERDEAL LIMITED	30/05/2003	
Director	Stewarts Supermarkets Limited	30/05/2003	
Director	Tesco (Cheshunt) Ltd	30/05/2003	
Director	Tesco (London) Limited	30/05/2003	

Director	Tesco (Overseas) Ltd	30/05/2003	
Director	Tesco (Partnership) Limited	30/05/2003	
Director	Tesco (Wholesale) Ltd	30/05/2003	
Director	Tesco (Yorkshire) Limited	30/05/2003	
Director	Tesco Capital No 1 Limited	30/05/2003	
Director	TESCO CAPITAL NO.2 LIMITED	30/05/2003	
Director	Tesco card Services Limited	30/05/2003	
Director	Tesco Dispensing Ltd	30/05/2003	
Director	Tesco Dispensing Ltd	18/10/1991	28/10/1991
Director	Tesco Dispensing Ltd	18/10/1991	28/10/1991
Director	Tesco Distribution Holdings Limited	30/05/2003	
Director	Tesco Distribution Limited	30/05/2003	
Director	Tesco Employees' Share Scheme Trustees Limited	30/05/2003	30/05/2003
Director	Tesco Estates Limited	30/05/2003	
Director	Tesco Fuel Limited	30/05/2003	
Director	Tesco Holdings Limited	31/01/2002	
Director	Tesco Hungary (Holdings) Limited	25/05/1994	
Director	Tesco Insurance Limited	30/05/2003	
Director	TESCO INTERNATIONAL SERVICES LIMITED	30/05/2003	
Director	Tesco Management Ltd	30/05/2003	
Director	Tesco Overseas (Holdings) Limited	30/05/2003	
Director	Tesco Overseas Investments Limited	30/05/2003	
Director	Tesco Overseas ULC	30/05/2003	
Director	Tesco Property Holdings Ltd	30/05/2003	
Director	Tesco Property Partner (GP) Limited	28/10/2003	
Director	Tesco QUEST Limited	30/05/2003	
Director	Tesco Savings Ltd	30/05/2003	
Director	Tesco Seacroft Limited	02/08/2001	
Director	Tesco Self Service Ltd	30/05/2003	
Director	Tesco Services Limited	30/05/2003	
Director	Tesco Swap Realisation Company Limited	30/05/2003	
Director	TESCO SWAP REALISATION COMPANY (NO.2) LIMITED	22/07/2003	
Director	tesco worldwide limited	30/05/2003	
Director	TGP (Partnership Nominee) Limited	30/05/2003	
Director	Titus Ward & Co Ltd	30/05/2003	
Director	Ventcourt Limited	30/05/2003	
Director	W S Chapman & Co Ltd	30/05/2003	
Director	W.H.Richards Limited	30/05/2003	
Director	Waltham Abbey Developments Limited	30/05/2003	
Director	Waltham Properties Ltd	30/05/2003	
Director	West Side Stores Limited	30/05/2003	
Director	Williamsons Ltd	30/05/2003	
Director	Wm Low Investments Limited	30/05/2003	
Director	Wm Low Supermarkets Limited	30/05/2003	
Director	Wm Low Supermarkets Limited	05/09/1994	17/12/1998
Director	WNFS Limited	30/05/2003	
Director	Worple Road Plc	18/12/2003	

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COMPANIES  
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OP

**THE COMPANIES ACT 1985 & 1989**

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**A PRIVATE COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

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**MEMORANDUM OF ASSOCIATION  
OF  
ISLINGTON GREEN MANAGEMENT COMPANY LIMITED**

1. The name of the Company is Islington Green Management Company Limited
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:
  - 3.1.1 to manage, repair, maintain, renew, upkeep, administer and provide all other property management services in respect of the management areas forming part of the premises known as 25-29 Islington Green, London N1 ("the Estate") such management areas being that part of the Estate which has not been and/or is not intended to be transferred to a purchaser and which is intended to be retained by and managed by the Company including (without limitation) the buildings or structure of the buildings the landscaped areas, access road, drives, footpaths, forecourts, car parking area, lighting and all cistern, tanks, sewers, drainpipes, wires, ducts and conduits and other service media not wholly within any exclusively serving any premises demised to any person and any refuse bin area and cycle park areas.
  - 3.1.2 To collect all rents, charges and other income and 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.
  - 3.1.3 To insure the Estate or any other property of the Company or in which it has an interest against damage or destruction and such other risks as may be considered necessary, appropriate or desirable and to insure the Company against public liability any other risks which it may consider prudent or desirable to insure against.



- 3.1.4 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 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.
- 3.2 The Company shall have power to do all things necessary or expedient in the opinion of the Board of Directors for the accomplishment of the above objects, to employ management agents on such terms as they shall think fit, to engage a porter or caretaker, as may be necessary to carry on the business of the Company and in particular, power to enter into leases and covenants whereby the Company will assume liabilities and responsibilities for carrying out the above objects or any of them or other relating to the Estate;
- 3.3 to manage, administer and deal with lands, buildings and real property either on its own account, or as trustee nominee or agent for any other company or person;
- 3.4 to carry on any other business which, in the opinion of the Directors, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any of their business of the Company and is calculated to enhance the value of the Company's property;
- 3.5 to purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, moveable or immoveable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company;
- 3.6 to apply for, register or by other means acquire and protect, prolong and renew any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company;
- 3.7 to build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company;
- 3.8 to invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- 3.9 to amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof;

- 3.10 to subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on as directly or indirectly to benefit the company;
- 3.11 to sell, let, exchange, dispose of, turn to account, grant licences, options rights or privileges in respect of, mortgage, charge or otherwise deal with all or any of the Company and to deal with any manner as aforesaid with the same or any part thereof either together or in portions for such consideration whether shares, debentures, options, cash or real or personal property of any other nature without limit as the Members or the Directors of the Company may think fit;
- 3.12 to lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others;
- 3.13 to borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way, and to enter into guarantees, contracts of indemnity and surety ships of all kinds;
- 3.14 to pay or remunerate any person, firm of company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company;
- 3.15 to support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, Directors or other officers past or present and to grant pensions to such persons or their dependants;
- 3.16 to draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments;
- 3.17 to assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing or, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company;
- 3.18 to distribute in specie any of the shares, debentures or securities of the Company between the Members of the Company in accordance with their rights;
- 3.19 to act as agents or brokers and as trustees for any person, firm of company to undertake and perform sub-contracts.



- 3.20 to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them;

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the Members is limited.
5. Every member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1
6. No person shall be admitted to membership of the Company other than the subscribers hereto and those persons permitted by the Articles of association of the Company

WE/I, the subscriber(s) of this Memorandum of Association, wish to be formed into a  
Company pursuant to this Memorandum of Association.

Name and Address of Subscriber(s)

---

Martin John Field  
42 Lygean Avenue  
Ware  
Hertfordshire  
England  
SG12 7AR



Signature of Subscriber

Neil Timothy Earp  
Springfield Farm  
Warren Lane  
Cottered  
Hertfordshire  
England  
SG9 9QD



Signature of Subscriber

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DATED 10 February 2005

WITNESS to the above signature(s)

)  
)  
)



[Signature of witness]

Name of witness  
Address of witness

Occupation of witness

LYNNE MARTIN  
11 TANFIELD CLOSE  
CHESHAM  
HERTS EN7 6BT  
  
SECRETARY

## ARTICLES OF ASSOCIATION

-OF-

### ISLINGTON GREEN MANAGEMENT COMPANY LIMITED

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#### 1. PRELIMINARY

- 1.1 The Company is a Private Company within the meaning of the Act and is not subject to Section 293 of the Act.
- 1.2 Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company.
- 1.3 In these Articles except where the context otherwise requires;

“**Act**” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“**Board**” means the board of Directors of the Company from time to time;

“**Developer**” means Spen Hill Developments Ltd (Company No. 04827219)  
Registered office is at Tesco House, Delamare Road, Cheshunt, Hertfordshire  
EN8 9SL

“**Estate**” means the headlease of the premises known as 25-29 Islington Green,  
London N1

“**Flat**” means a unit of residential accommodation in the building erected upon  
the Estate;

“**Flat-Owners**” means the lessees for the time being of the Flats comprised in the  
Estate holding under Long Leaseholds.

“**Initial Director**” means of

**"Long Leasehold"** means a lease with an original term exceeding 124 years;

- 1.4 Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date of which these Articles become binding on the Company.
- 1.5 The Company is established for the purposes expressed in the Memorandum of Association.

## **2. MEMBERSHIP**

- 2.1 Subject to Article 2.2 and the other Articles hereof the subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be members of the Company PROVIDED THAT only the Developer or a Flat-Owner shall be permitted to be a member of the Company in accordance with the Articles.
- 2.2 Following the adoption of these Articles and subject to Article 2.3, each Flat-Owner shall become a member on becoming the lessee of a Long Leasehold of the Flat and shall cease to be a member when he ceases to be a Flat-Owner and in either case (if required by the Board) on signing such documents as the Board may reasonably require.
- 2.3 Where two or more persons jointly are the Flat-Owners of one Flat comprised in the Estate they shall together constitute one member and the person whose name *first appears in the register of members shall exercise the voting and other powers vested in such member.*
- 2.4 The Developer shall cease to be a member as soon as the Flat-Owners of all the Flats comprised in the Estate have become members and the Estate has been transferred to the Company.
- 2.5 The trustee in bankruptcy of any bankrupt member or the personal representative of any deceased member shall be entitled to become a member if, at the time of his application for membership, he is a flat-owner.

## **3. GENERAL MEETINGS**

- 3.1 The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year

of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.

- 3.2 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 3.3 The Board may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act.
- 3.4 If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any member of the Board or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

#### **NOTICE OF MEETINGS**

- 4.1 An annual general meeting and a meeting called for the passing of a special resolution shall be called by no less than twenty-one days notice in writing, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by no less than fourteen days notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and in case of special business, the general nature of that business and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notice from the Company PROVIDED THAT a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed:-
  - 4.1.1 in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and,
  - 4.1.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.
- 4.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **5. PROCEEDINGS AT GENERAL MEETINGS**

- 5.1. 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, two members present in person or by proxy shall be a quorum.
- 5.2. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of the members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine.
- 5.3. The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Company or if there is no Chairman for the time being, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the members present shall elect some other member to be Chairman of the meeting.
- 5.4. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be Chairman of the meeting.
- 5.5. The Chairman may, with the consent of any meeting at which a quorum is present (and if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment of the business to be transacted at an adjourned meeting.
- 5.6. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two members present in person or by proxy.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

- 5.7. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 5.8 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
- 5.9 A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 5.10 Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.
- 5.11 In this Article "communication" and "electronic communication" shall bear the meaning set forth in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.
- 5.11.1 A person in electronic communication with the Chair and with all other parties of the meeting of the directors or of a committee of the directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to *communicate interactively and simultaneously with all other parties* attending the meeting including all persons attending by way of electronic communication.
- 5.11.2 A meeting in which one or more of the directors attends by way of electronic communication is deemed to be held at such place as directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such majority, the place at which the Chairman of the meeting is physically present.

## **6. VOTES OF MEMBERS**

- 6.1 Every member present in person or by proxy shall have one vote PROVIDED THAT until such time as the Developer ceases to be a member in accordance with Article 2.4 the Developer shall be entitled to three votes for every one vote of all other members (whether by a show of hands or on a poll) on all Resolutions at such Meetings or by way of members Resolution in writing.
- 6.2 A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in matters concerning mental disorder may vote whether

on a show of hands or on a poll by his receiver or curator bonis or other person authorised in that behalf appointed by that court and any such receiver or curator bonis or other person may in a poll vote by proxy.

- 6.3 On a show of hands or on a poll, votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 6.4 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a member of the Company.
- 6.5 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of such death or revocation of the proxy shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 6.6 The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- 6.7 An instrument appointing a proxy shall be in such form as the Board may from time to time specify:-

## **7. THE BOARD**

- 7.1 Unless otherwise determined by the Company in general meeting, the number of Directors forming the Board shall not be less than one in number. The Company may by Ordinary Resolution from time to time vary the minimum number and/or fix from time to time a maximum number of Directors.
- 7.2 Until the Developer ceases to be a member in accordance with Articles 2.4 the only Director of the Company shall be the Initial Director (or such alternative director as the Developer shall nominate in writing) and upon the Developer ceasing to be a member of the Company in accordance with Article 2.4 such Director shall (unless he is also a member of the Company) automatically cease to be a Director and each member of the Company for the time being shall be entitled on application to the Company to become a Director save that;



- 7.2.1 where two or more persons jointly are the flat-owners of one Flat in the Estate then the first of the joint holders entered in the Register of Members shall be the person entitled to be appointed as Director in compliance with this Article; and
- 7.2.2 where a member owns more than one Flat he shall be entitled at any meeting of the Board to one vote for each Flat he is the owner of.
- 7.3 The Directors are not entitled to any remuneration in respect of their office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from Meetings of the Directors or of any Committee of the Directors or General Meeting or otherwise in or about the business of the Company. Any Director who serves on any Committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulations 82 and 83 shall not apply.
- 7.4 A Director may be a party to or in any way interested in any contract or arrangement or transaction to which the Company is a party or in which the Company is in any way interested. On any matter in which a Director is any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 and 95 shall not apply.
- 7.5 The office of a Director shall be vacated in any of the events as specified in Article 10 below and Regulation 81 shall not apply.
- 7.6 The Directors shall not be subject to retirement by rotation. Regulations 73, 74, 75, 76 and 80 shall not apply. Regulations 78 and 79 shall be modified to omit references to rotation of Directors.
- 7.7 The Directors may delegate any of their powers or discretions to Committees consisting of one or more Members of their body and (if thought fit) one or more persons co-opted as hereinafter provided. Any Committee so formed shall in the exercise of the powers so delegated confirm to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the Committee of persons other than Directors and for such co-opted Members to have voting rights as Members of the Committee but so that;
- 7.7.1 the number of co-opted Members shall be less than one half of the total number of Members of the Committee;

- 7.7.2 no Resolution of the Committee shall be effective unless a majority of the Members of the Committee present at the Meeting are Directors.
- 7.8 The Chairman at any Meeting of the Directors or of a Committee shall not be entitled to a second or casting vote. Regulation 88 shall be modified accordingly.
- 7.9 The Directors may in their discretion make provision for the creating and setting aside of a reasonable reserve fund for any general or particular purpose.
- 7.10 A Resolution in writing signed by each of the Directors (or in any case and to the extent authorised by the provisions of these Articles his alternate Director) shall be as effective as a Resolution duly passed at a Meeting of the Directors and may consist of several documents in the like form, each signed by one or more persons. Regulation 93 shall not apply.

## **8. BORROWING**

The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its property, 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.

## **9. POWERS AND DUTIES OF THE BOARD**

- 9.1 The business of the Company shall be managed by the Board who may exercise all such powers of the Company as are not, by the Act or any statutory modification or re-enactment thereof or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or any statutory modification or re-enactment thereof or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
- 9.2 The Directors shall have power from time to time to appoint members of the Company to be Chairman and Vice-Chairman and determine their respective duties and the tenure of their offices.
- 9.3 The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Board;
  - (b) of the names of the members of the Board present at each meeting of the Board and of any committee of the Board; and

- (c) of all resolutions and proceedings at all meetings of the Company and of the Board and of committees of the Board.

9.4 The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that, in case the Board shall at any time be or be reduced in number to less than the minimum prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

## **10. DISQUALIFICATION OF DIRECTORS**

10.1 The office of a Director shall be vacated:-

10.1.1 if a receiving order is made against him or he makes any arrangement or composition with his creditors;

10.1.2 if he becomes of unsound mind;

10.1.3 if he ceases to be a member of the Company;

10.1.4 if by notice in writing to the Company he resigns his office;

10.1.5 if he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986;

10.1.6 if he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.

## **11. PROCEEDINGS OF DIRECTORS**

11.1 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

11.2 A Director may, and on the request of a Director the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several directors.

11.3 The Chairman for the time being of the Company shall be the Chairman of the Board and shall be entitled to preside at all meetings of the Board at which he shall be present, but if there be no such Chairman for the time being or if at any meeting the Chairman for the time being or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and

willing to preside, the Directors present shall choose one of their number to be chairman of the meeting.

- 11.4 The Board may delegate any of their powers to committees consisting of such person or persons (whether or not members of the Board) as the Directors think fit, but so that any committee consisting of less than three persons shall consist only of Directors and any other committee shall consist of Directors to the extent of at least two-thirds of its number. Any committee so formed shall conform to any regulations imposed on it by the Board and shall be subject at all times to the control of the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.
- 11.5 All acts bona fide done by any meeting of the Board or of any committee set up by the Board or by any person acting as a Director or of any committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board or of the committee.
- 11.6 A resolution in writing signed by all the Directors for the time being or of any committee set up by the Board who are duly entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee respectively duly convened and constituted. Such resolution may be either in the form of one copy of the resolution signed by all the Directors or in the form of two or more copies of the resolution bearing together but not necessarily individually the signatures of all the Directors.

## **12. ALTERNATE DIRECTORS**

- 12.1 Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him.
- 12.2 The appointment of an alternative Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointer ceases to be a Director.
- 12.3 An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present

and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate Director.

- 12.4 An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.
- 12.5 Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other matter approved by the Directors.
- 12.6 Save as otherwise provided in the Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

### **13. SECRETARY**

- 13.1 Subject to Section 13 of the Act the Secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.
- 13.2 The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by the Board in that behalf and every instrument to which the seal shall be affixed shall be signed by one of the Directors and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for that purpose.

### **14. ACCOUNTS**

- 14.1 The Board shall cause proper books of account to be kept with respect to:-
  - 14.1.1 all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place;
  - 14.1.2 all sales and purchases of goods by the Company; and
  - 14.1.3 the assets and liabilities of the Company

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

- 14.2 The books of account shall be kept at the Company's registered office, or, subject to Section 222 of the Act at such other place or places as the Board of Management think fit, and shall always be open to the inspection of the officers of the Company
- 14.3 The books of account shall be open to the inspection of any member of the Company on reasonable notice
- 14.4 At the annual general meeting in every year the Board of Management shall lay before the Company an income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company made up to a date not more than four months before such meeting) together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Directors and the auditors and copies of such account, balance sheet and reports and of any other documents by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The auditors' report shall be open to inspection and be read before the meeting.

## **15. AUDIT**

- 15.1 Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
- 15.2 Auditors shall be appointed and their duties regulated in accordance with Section 389 of the Act, the members of the Board of Management being treated as the Directors mentioned in that section.

## **16. NOTICES**

- 16.1 A notice may be served by the Company upon any member either personally or by sending it through the post in a pre-paid letter addressed to such member at his registered address as appearing in the register of members or by delivering it at his registered office.
- 16.2 Any member described in the register of members by an address not within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

- 16.3 Any notice if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and, in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

## 17 INDEMNITY

Subject to the provisions of and so far as may be permitted by law, every Director, Secretary or other officer of the company shall be entitled to be indemnified by the company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court.

Dated 10 February 2005

Martin John Field  
42 Lygean Avenue  
Ware  
Hertfordshire  
England  
SG12 7AR



Signature of Subscriber

Signature of Witness [  ]

Name of Witness [ KENNE MARTIN ]

Address of witness [ 11 Tanfield Close  
Chotunt Herts EN7684 ]

Occupation of witness SECRETARY

Neil Timothy Earp  
Springfield Farm  
Warren Lane  
Cottered  
Hertfordshire  
England  
SG9 9QD



Signature of Subscriber

Signature of Witness

[ Blanche Daulton ]

Name of Witness

[ BLANCHE DAULTON ]

Address of witness

[ 76A HIGH STREET, KIMPTON, ]  
HERTS SG4 8QW

Occupation of witness

SECRETARY