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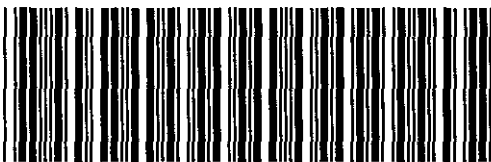
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 6126298

The Registrar of Companies for England and Wales hereby certifies that  
COUNTRYSIDE 27 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 23rd February 2007



\*N06126298L\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Companies House

— for the record —

# 12

Please complete in typescript,  
or in bold black capitals.

CHFP000

## Declaration on application for registration

Company Name in full

COUNTRYSIDE 27 LIMITED

I,

GARY PRESTON SKILLINGHAM

of

WYNSDALE 9 MONESHANGER, FARNHAM  
SURREY GU9 8BU

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~[Solicitor engaged in the formation of the company]~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

WORTLEY BYERS LLP  
CATHEDRAL PLACE  
BRENTWOOD  
ESSEX CM14 4ES

Day Month Year

On

21 02 2007

❶ Please print name.

before me ❶

Alan Massenhove  
Solicitor

Signed

Date

21/2/07

† 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.

MISS TM WARREN, COUNTRYSIDE PROPERTIES (UK) LIMITED

COUNTRYSIDE HOUSE, THE DRIVE, GREAT WARLEY, BRENTWOOD

ESSEX CM13 3AT Tel 01277 690640

DX number 124280

DX exchange BRENTWOOD04

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

Form revised June 1998



Companies House

— for the record —

10

Please complete in typescript,  
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of  
registered office

Company Name in full

COUNTRYSIDE 27 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

COUNTRYSIDE HOUSE, THE DRIVE

GREAT WARLEY

Post town

BRENTWOOD

County / Region

ESSEX

Postcode

CM13 3AT

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.

Agent's Name

Address

Post town

County / Region

Postcode

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.

MISS T M WARREN, COUNTRYSIDE PROPERTIES (UK) LIMITED,

COUNTRYSIDE HOUSE, THE DRIVE, GREAT WARLEY, BRENTWOOD

ESSEX CM13 3AT

Tel 01277 690 640

DX number

124280

DX exchange

BRENTWOOD 4

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

for companies registered in Scotland

DX 235 Edinburgh

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COMPANIES HOUSE

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# Company Secretary (see notes 1-5)

Company name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† 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.

Address ††

Post town

County / Region

Country

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

Consent

Date 21 February 2007

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† 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.

Address ††

Post town

County / Region

Country

Day Month Year

Date of birth

Nationality BRITISH

Business occupation

Other directorships

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

Consent signature

Date 21 February 2007

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

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

GARY PRESTON

Surname

SHILLINSLAW

Previous forename(s)

Previous surname(s)

Address †

† 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.

☐

WYNSDALE

9 MONKSHANGER

Post town

FARNHAM

County / Region

SURREY

Postcode

GU9 8BU

Country

Day Month Year

Date of birth

01211119149

Nationality

BRITISH

Business occupation

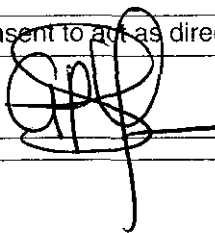
CHARTERED SECRETARY

Other directorships

SEE ATTACHED

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

Consent signature



Date

21 February 2007

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

21 February 2007

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

## Notes

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

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

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

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

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

Address:

Give the usual residential address.

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

Subscribers:

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

2. Directors known by another description:

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

3. Directors details:

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

4. Other directorships:

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

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

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

## Graham Stewart Cherry – Other Directorships

### Current Directorships

<u>Company</u>	<u>Company Registration Number</u>
25-41 Henrietta Chase Management Limited	5443620
Accordia Street Garden Limited	5172281
Almondcrest Limited	4239152
Beaulieu Park Limited	4221760
Benenden School (Kent) Limited	196353
Brenthall Park (One) Limited	2398912
Cambridge Medipark Limited	4620453
Central Essex Holdings Limited	716058
Cophthorn Developments Limited	700142
Cophthorn Estates Limited	624845
Cophthorn Finance Limited	5230493
Cophthorn Holdings Limited	5137095
Cophthorn Homes Limited	4422698
Cophthorn Limited	5231891
Countryside Annington (Colchester) Limited	5397063
Countryside Build Limited	624870
Countryside (Church Langley) Limited	2950508
Countryside Commercial & Industrial Properties Limited	1359521
Countryside Commercial PLC	2775982
Countryside Developments Limited	927141
Countryside Eight Limited	4422686
Countryside Eighteen Limited	5852944
Countryside Four Limited	4422692
Countryside Homes Limited	933346
Countryside Investments Limited	1532755
Countryside Land Securities (Springhead) Limited	5852497
Countryside Maritime Limited	2549379
Countryside Marketing Limited	5234446
Countryside Properties (Accordia) Limited	4422681
Countryside Properties (Booth Street 2) Limited	4249035
Countryside Properties (Commercial) PLC	2424280
Countryside Properties Construction Limited	679855
Countryside Properties (In Partnership) Limited	2771231
Countryside Properties (Investments) Limited	1106682
Countryside Properties (Joint Ventures) Limited	5722274
Countryside Properties Land (One) Limited	5529370
Countryside Properties Land (Two) Limited	5529369
Countryside Properties (London & Thames Gateway) Limited	932540
Countryside Properties (Lower Broughton) Limited	5852456
Countryside Properties (Merton Abbey Mills) Limited	4422687
Countryside Properties (Northern) Limited	2752638
Countryside Properties PLC	5555391
Countryside Properties (Salford Quays) Limited	4422690
Countryside Properties (Southern) Limited	2771221
Countryside Properties (Special Projects) Limited	2771224

Countryside Properties Ten Limited	4563416
Countryside Properties (Uberior) Limited	4814588
Countryside Properties (UK) Limited	614864
Countryside Quintain Birmingham Limited	4620284
Countryside Residential PLC	2423299
Countryside Residential (South Thames) Limited	2752636
Countryside Residential (South West) Limited	2752637
Countryside Seven Limited	4422683
Countryside Thirteen Limited	4620288
Countryside 21 Limited	5946419
Countryside (UK) Limited	4422696
Didsbury Point 3ADC Management Limited	5334806
Didsbury Point 4 Management Limited	5475273
Didsbury Point 5 Management Limited	5405675
Didsbury Point Reversion Limited	3770123
Fox Lane Management Company Limited	5400263
Greenwich Millennium Village Limited	3648005
Grosvenorstar Limited	4240733
Heatley Mere Management Limited	5418913
iCO Didsbury Limited	5536764
Jubilee House Development Limited	716066
NV Buildings (Salford Quays) Management Limited	4715072
Ringley Lock Residents Management Company Limited	5425369
Silversword Properties Limited	4370127
South at Didsbury Point One Management Limited	4763378
South at Didsbury Point Two Management Limited	5128391
SportCity 4 Management Limited	5136192
Stonebond Developments Limited	1954250
Stonebond Limited	1153800
Syward Place Limited	3723796
The Edge 1A Limited	4554023
The Edge 2B Limited	4552490
The Edge 3C Limited	4553837
The Edge 4D Limited	4554012
The Edge Residential (Car Park) Limited	4523451
The Edge Residential Company Limited	4558623
Trinity Green Management Company Limited	5139578
Trinity Place Residential Management Company Limited	5414034
Wychwood Park Golf Club Limited	4228906
Wychwood Park (Management) Limited	4063044



## Past Directorships

<u>Company</u>	<u>Date of Resignation</u>
Aymer House Limited (in liquidation)	17 March 2003
Carrington Park Management Limited	18 August 2006
Caxton Place Management Limited	13 April 2005
Central Essex Properties Limited	26 April 2005
Copperfield Developments Limited	26 April 2005
Countryside Properties (Bicester) Limited	15 December 2004
Countryside Properties (Rainham) Limited	26 April 2005
Countryside Residential (Broughton Vale) Limited	27 June 2006 (dissolved)
Countryside Sixteen Limited	13 December 2006
Countryside Three Limited	11 October 2006
CPPLC 001 Limited	7 June 2005 (dissolved)
Delves Keep Management Limited	1 August 2004
Flexit 2A Limited	14 June 2005 (dissolved)
Flexit 2B Limited	26 April 2005 (dissolved)
Countryside Eleven Limited	13 November 2006
Kate Reed Wood Limited	31 March 2003
Lostock Management Company Limited	1 August 2005
MM3 Molly Millars Lane Management Company Limited	11 December 2006
Ruston Road (Woolwich) Management Company Limited	15 September 2004
SportCity Living Management Company Limited	18 August 2005
Skyline 120 Urban Hive Management Limited	10 August 2006
Sundon Park (Hive) Management Company Limited	14 November 2003
Trinity Green Management Company Limited	27 May 2005
Victoria Park Management Company (Seacroft) Limited	30 October 2003
Water Tower (Southall) Management Company Limited	15 August 2003
Winwick Park Management Company Limited	1 August 2005

**Gary Preston Shillinglaw – Other Directorships**

**Current Directorships**

<b><u>Company</u></b>	<b><u>Company Registration Number</u></b>
Carrington Park Management Limited	5852964
Countryside Eighteen Limited	5852944
Countryside Land Securities (Springhead) Limited	5852497
Countryside 21 Limited	5946419
Fox Lane Management Company Limited	5400263
Radius (Prestwich) Management Company Limited	5010815
Sadler's Park Management Company Limited	5688576
SportCity 2AB Management Limited	5946426
SportCity 2C Management Limited	5642374

**Past Directorships**

<b><u>Company</u></b>	<b><u>Date of Resignation</u></b>
Countryside Sixteen Limited	13 December 2006
Skyline 120 Courtyard Management Limited	1 December 2006
Skyline 120 Urban Hive Management Limited	10 August 2006

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INCORPORATION

THE COMPANIES ACTS 1985 and 1989

A PRIVATE COMPANY  
LIMITED BY SHARES**MEMORANDUM OF ASSOCIATION**

1. The registered name of the Company is: -

**COUNTRYSIDE 27 LIMITED**

2. The registered office of the Company shall be situated in England &amp; Wales.

3. The Company shall have the following objects:

- (a) The object of the Company is to carry on the business and undertaking of a general commercial company in all respects.
- (b) To undertake and carry on either in conjunction with each other or as separate and distinct undertakings in the furtherance and pursuance of its said main object or any or all of the following objects: -
- (c) To hold, acquire, purchase, own, lease, maintain, utilise, develop, improve, modify and exploit (commercially or otherwise) all forms of real property and estate whatsoever and so as to include all land, buildings, sites, acreage, frontage, buildings and estates of all descriptions at any location and so as to include all and any types of developments, waterways, lakes, waterfronts, estuaries, ponds and rivers and associated rights and easements whatsoever and to let on lease, license, rent, charge and turn to account any and all such properties and estates whatsoever and any and all forms of rights applying and appertaining thereto and so, where appropriate, to act as owners, landlords, tenants or sub-tenants, developers or contractors at any geographical location in any jurisdiction anywhere in the World.
- (d) To hold, purchase, acquire, lease, develop, exchange, modify, improve, adapt, let on lease or in any other manner deal with, and rent, lease, license, mortgage, charge, transfer and turn to account all forms of personal property whatsoever and so as to include all such machinery, tools, accessories, equipment and all and every other form of chattels and effects whatsoever.

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- (e) To register, maintain and protect all forms of intellectual property rights whatsoever under any prevailing treaty or jurisdiction and so as to include all trade marks, word marks, collective marks, logos, patents, designs, marks, processes, and brands in any legal jurisdiction anywhere in the World and to commercially develop and exploit all such intellectual property rights in any manner whatsoever and so to license and grant all forms of permissions, licences, privileges, jurisdictional rights, rights and concessions whatsoever and to defend, preserve and extend any such rights in any legal jurisdiction anywhere in the World.
- (f) To act as a holding or subsidiary Company of any other limited company or corporation or body corporate registered in any other legal jurisdiction anywhere in the World.
- (g) To take out and purchase all forms and types of insurances and to take all and any other such measures to defend, protect and preserve all and any such assets of the Company (whether tangible or non-tangible) and to take out any policy or policies of insurance in favour of any appointed or former Director or officer or Auditor of the Company insofar as is permitted by S. 310(1) of the Companies Act, 1985 for any such liability as is referred to therein (and so as to include any modifications or amendments thereof).
- (h) To bring, defend and instigate any legal proceedings in any jurisdiction anywhere in the World in order to defend, preserve or further the legal rights and interests of the Company or any of its associated subsidiary or holding companies, including all intellectual property and other rights whatsoever.
- (i) To make application for any allotment of capital or otherwise to subscribe for and to hold and deal with all and any class and type of shares, debentures, securities, bonds, stocks, debenture stocks, loan stock and securities issued or allotted by any other company, corporation, government, corporate body or local or municipal authority in any jurisdiction anywhere in the World (and to act as a holding or subsidiary company where necessarily determined by any share structure).
- (j) To purchase raw materials, commodities, chemicals, products, parts, finished parts, components and stocks necessary in furtherance of the commercial objects of the Company so as to include all software, designs, finished products and materials whatsoever necessary for production and other requirements of the Company.
- (k) To raise capital, moneys, funding and funds and to establish lines of credit in pursuance of the commercial objects of the Company in any manner as may be permitted by the Companies Acts 1985 & 1989 (hereafter "the Acts") and to borrow moneys and obtain financial assistance and all and any other such forms of financial facilities necessary (including factoring and similar arrangements) to fund and further the objects of the Company and to offer all and any types of security necessarily required to obtain any such funding and so as to include all forms of guarantees, charges, mortgages, debentures, liens, security and guarantees whatsoever over any

assets of the Company whatsoever (including any book debts and so as to include any and all uncalled share capital of the Company whatsoever).

- (l) To appoint any agents or licensees and to enter into any agency agreement or similar such arrangement and to undertake all and any activity as agents, registered agents, contractors, sub-contractors, licensees, brokers, factors, operators, associates, representatives or trustees of any other company, partnership, limited liability partnership, sole trader, body or business in any jurisdiction anywhere in the World.
- (m) To enter into any mutual or joint venture, joint arrangement or agreement for any joint venture or profit sharing arrangement or of mutual assistance or co-operation and to provide any and all such assistance, support, logistics, licensing, information and funding contributions necessary (regional or otherwise) in order to further, extend and preserve any such arrangement.
- (n) To purchase or otherwise acquire any existing trade, business, goodwill, assets or undertaking of any limited liability company, limited liability partnership, corporation, body corporate, sole trader, undertaking, firm, partnership or company in furtherance of or conducive to the stated commercial objects of the Company and to raise finance, fund and provide consideration for any such proposed acquisition, acquisition or part acquisition (whether in whole or in part) by way of shares, debentures or debenture or other form of recognised stock that may form the whole or part of any such agreement. Such acquisition may be undertaken on terms determined by the Board of the Company and so may include any undertaking and or discharge of any or all such outstanding liabilities that may exist at the date of proposed acquisition of any such business and any such agreement, to hold, maintain, transfer or otherwise deal with any such liabilities, rights, securities, shares, debentures or debenture stock received or transferred as part of any such agreement or such other terms as the Board of the Company may see fit.
- (o) To establish any employee share option schemes, profit sharing schemes, benefit schemes, pension or benevolent funds and to grant any such pensions, gratuities, superannuation, benefits and other allowances in favour of, and to the benefit of, any serving and former directors, employees and officers of the Company and any such associated and subsidiary companies or their relatives and dependants, spouses, children and widows and to maintain all such trusts, funds and schemes for the purpose of providing pensions, life assurance and all other such benefits and to undertake the position of trustees, either solely or jointly with any other such person, firm, corporation or organisation and to subscribe to, support and further (financially or otherwise) any charitable institution, fund, club or other establishment which in the opinion of the Directors is, or is likely to be, of benefit to the Company, any subsidiary company or associated company and to establish, maintain, further and extend any profit sharing scheme or employees share scheme calculated to extend and advance the interests of the Company and its officers, employees or any such former persons, including any qualifying share option scheme.

- (p) To register, incorporate or establish any other company, corporation or body corporate for the purpose of furthering (whether directly or indirectly), the objects or interests of the Company or for the purpose of acquiring any rights, licences, permits or jurisdictional rights or the business, property or undertaking (or part thereof) of the Company, and to acquire and hold or dispose of shares, stocks or securities of and guarantee the payment of the dividends, interest or capital of any shares or stock of any such company and so as to include any holding, subsidiary or associated Company (including any overseas company) in any jurisdiction anywhere in the World.
- (q) To advance capital, funds, credits, moneys, or credit lines to any company, firm, partnership (including any limited liability partnership), body corporate or sole trader on any terms or conditions whatsoever that the company may see fit (including by way of loan) and to give any and all types of guarantees, indemnities, undertakings or suretyships, whether given by the company or by way of personal covenant (and so as to include the mortgaging or charging any, all or part of the undertaking, property and assets of the Company, present or future, and any uncalled capital of the Company) or by all such methods, in order to guarantee the performance of any and all such obligations and the payment of any capital or principal (together with any premium thereon), of and dividends or interest on, any such debenture stocks, shares or other securities of any company, firm or person (including any holding, subsidiary, associated or joint venture company) and to seek adequate security (where appropriate) for any such moneys or funds advanced.
- (r) To issue, draw, execute and deal with all types and forms of negotiable instruments whatsoever and so to discount, endorse, accept and negotiate (except where so restricted) any and all such cheques, international money orders, bills of exchange, promissory notes, debentures, bills of lading, warrants and all other and any and all other such type of transferable or negotiable instruments whatsoever.
- (s) To provide, make or arrange for any form or type of permissible financial assistance (as defined in Section 152(1)(a)) for any purpose defined and specified in Section 151 (1) and / or Section 151(2) of the Act), but only in so far as such assistance is allowed by the Act or any subsequent statutory modifications or enactments thereof and any further or amending legislation, instrument or order.
- (t) To reimburse, recompense, remunerate or compensate any person, agent, firm, body or organisation for all professional and other services rendered and expenses incurred on behalf of the Company (including the costs, fees and expenses of its incorporation including professional fees) in furtherance of its commercial objectives, whether by cash, shares, debentures, debenture stock or other fully or partly paid securities of the Company.

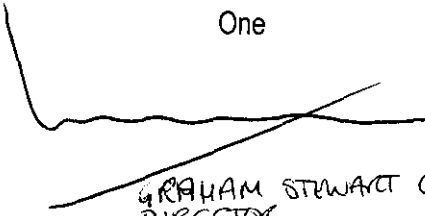
- (u) To meet and reimburse all reasonable costs and expenses lawfully incurred and defrayed in effecting the incorporation of the Company and the issue of its share capital together with the any expenses incurred in placing or underwriting or procuring the underwriting of its shares, debentures or other securities where permitted together with any subsequent amendments or modifications to its constitutional structure (whether proposed or adopted).
- (v) To seek any legislation, order or concession whether by way of statutory instrument, Act of Parliament or other legislative instrument of the United Kingdom or European Parliament, or Scottish Parliament or Welsh Assembly or any statutory instrument, European directive, directive, privilege, charter, licence, concession, order or authorisation of any national Government, local authority or Government body or department in any jurisdiction anywhere in the World and so as to include the Department of Trade and Industry, Scottish Parliament, Welsh Assembly, European Parliament, and any other European body or other authority, for the purpose of furthering and promoting the commercial objectives of the Company or its constitutional structure and to oppose any bill, proposal, applications, proceedings or determinations of any such body prejudicial or potentially prejudicial to the interests, structure or commercial objectives of the Company in any legal jurisdiction anywhere in the World.
- (w) To determine, arrange for, undertake and to divide and distribute all or any part of the owned or partially owned assets and property of the Company, amongst its members in so far as the determined rights of share capital or any other rights appertaining to the Company or to any such member may permit and allow.
- (x) To arrange for and to undertake the licensing, registration or recognition of the Company in any other legal jurisdiction and to obtain any necessary licenses, permissions or orders in order to effect such registration anywhere in the World.
- (y) To undertake all and any such other activities and operations (commercial or otherwise) that are or may be commensurate with or incidental to the pursuance of the above objects of the Company or any of them in any jurisdiction anywhere in the World.

AND it is hereby declared that each and every object specified in each of the paragraphs of this clause shall be regarded, interpreted and construed as separate and independent objects and accordingly shall not be restricted or limited in its interpretation in any way or by any reference to or inference from any other such paragraph and shall be given the widest possible interpretation and the phrase " The Act " refers to the Companies Acts, 1985 (as amended by the Companies Act, 1989) and to all current relevant and subsequent statutory instruments and orders relevant to its interpretation.

4. The Members liability shall be limited.

5. The authorised share capital of the Company is £ 1,000 divided into 1000 shares of £1 each.

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

Name and Address of Subscriber	Number of Shares taken by Subscriber
Countryside Properties PLC Countryside House The Drive Great Warley Brentwood Essex CM13 3AT	One  GRAHAM STEWART CHERRY DIRECTOR
TOTAL	One

Dated this 19<sup>th</sup> day of February 2007



Witness:

Tracy M Warren  
The Molehill  
Hollow Road  
Molehill Green  
Nr. Felsted  
Essex CM6 3JF



## **THE COMPANIES ACTS 1985 and 1989**

### **A PRIVATE COMPANY LIMITED BY SHARES**

## **ARTICLES OF ASSOCIATION**

### **COUNTRYSIDE 27 LIMITED**

#### **PREAMBLE AND INTERPRETATION**

1. The following interpretations shall be applied to these Articles:

- (a) "The Company" means the Company as the name registered in the Memorandum of Association;
- (b) "The Act" means the Companies Act 1985, as amended by the Companies Act 1989, and so as to include all and any further statutory modifications or re-enactment for the time being in force as subsequently made and enacted from time to time.
- (c) "Table A" as referred to hereafter means Table A of The Companies (Tables A - F) Regulations 1985 (as amended by the Companies (Tables A - F) (Amendment) Regulations 1985 and The Companies Act (Electronic Communications) Order 2000 and, save as hereinafter modified or excluded by or inconsistent with, any Article, shall constitute the regulations of the Company.

#### **THE BOARD AND DIRECTOR APPOINTMENTS**

2. (a) The minimum number of appointed Directors of the Company shall not be less than one.

(b) The number of Directors as appointed from time to time shall constitute the Board of the Company.

(c) The Company by way of the passing of an Ordinary Resolution in General Meeting may determine the maximum number of Directors that may be appointed. Unless and until such time as otherwise determined, there shall be no maximum number.

(d) No Director of the Company shall be required to retire by rotation.

(e) Unless and until so nominated by the Board, no person shall be deemed to be eligible to be appointed the position of Director of the Company unless and until not less than fourteen nor more than thirty five clear calendar days have elapsed before the date of holding any General Meeting of the Company and there shall have been lodged with the Company Secretary at the registered office of the Company notice in writing by a Member enabled to attend and vote at any such General Meeting of his intention to propose any such person for election as a Director of the Company and a further notice in writing signed by the person proposed for election as a Director of his consent to be appointed as such a Director.

(f) The Board shall at all times (and until such time as otherwise determined by the Company) retain the power to appoint any person to the position of Director from time to time. Such power shall be exercisable for the purpose of either appointing a further Director of the Company to the Board or in order to fill any casual vacancy that may arise from time to time on the Board. Such power is exercisable without prejudice in any respect to the power of the Company in General Meeting to elect a person so nominated to be a Director of the Company.

(g) Clause 64 and 73 to 80 (inclusive) in Table A shall not apply to the Company.

#### SHARE ALLOTMENTS AND INCREASE OF AUTHORISED CAPITAL

3. (a) The maximum amount of shares or securities which the Company may allot shall not exceed the registered authorised share capital, being the unissued share capital of the Company as at the date of incorporation, or such further increase as the Company may have approved from time to time in General Meeting.

(b) The authorised share capital may be increased by way of passing of an Ordinary Resolution by the Company in General Meeting by such sum divided into such class of shares or securities as the resolution shall determine.

(c) Any unissued shares comprised within the authorised share capital of the Company with which the Company was incorporated may be allotted or dealt with by the Board of Directors in any manner that they shall see fit. The Board shall have the power to allot any such shares, convert any issued securities into shares of the Company and grant any appropriate rights to subscribe for such shares under the authority granted to them by S. 80 of the Act for the period of five calendar years from the date of adoption of the articles of association of the Company. Such authority of the Board of Directors to allot shares and deal with the shares within the authorised share capital of the Company may only be renewed, revoked or varied by the Company by way of the passing of an Ordinary Resolution in General Meeting.

(d) The Board shall be empowered to honour any and all such agreements made within the five year calendar period even though the time of the actual allotment and granting of any such rights may actually be effected outside the five year period.

(e) Any application for an allotment of shares to be issued shall be made in writing and addressed to the Company at its registered office address.

(f) Whensoever the Board proposes to issue shares which did not form part of the original authorised capital of the Company on incorporation, then (unless the Company shall by way of a special resolution passed in a general meeting of the Company shall have otherwise determined) the Company shall first offer any and all such shares to all of the existing shareholders by way of an offer made in writing to them at the address recorded in the register of members. Such letter of offer shall offer all such shares proposed to be issued to the existing shareholders in the same proportion (or as near to) as the number of existing shares held by them. Such offer shall set a limiting period in which such offer must be accepted (in whole or in part, being the prescribed period of not earlier than 14 calendar days), in which the offeree shall be given time to accept the offer. If no acceptance is forthcoming from him within the period allowed, then those shares shall then subsequently be offered in the same manner to those members accepting their allocation within the prescribed period. Any such shares offer for shares not so accepted within the prescribed 14 calendar day period shall only then be under the control of the Directors who shall be empowered to allot and deal with all such shares in the manner prescribed in clause 3 (c). Any and all such shares not capable of being offered except by way of a fraction of an issued share shall remain under the control of the Board of Directors.

(g) Pursuant to the provisions of S. 91 (1) of the Act, the authority of the Board is conferred as if sections 89 (1) and 90 (1) to (6) (inclusive), are not to apply to the Company.

(h) Whensoever any person or body is acquiring or proposes to acquire and shares comprised in the capital of the Company or other securities, then no financial assistance of whatever nature whatsoever shall be given by the Company for any such purpose as is specified in Section 151 of the Act, except as otherwise permitted by the Act or any subsequent statutory modification.

(i) If share capital of the Company is increased beyond the existing amount of the authorised share capital then the authority of the Board of Directors to allot and deal with such all shares at all times be renewed by the Company in General Meeting (unless dispensed with by the provisions of S. 80A of the Act).

#### SHARE CERTIFICATES

4. (a) Any person or corporate body becoming a member of the Company by way of becoming the holder of any shares in the capital of the Company shall be entitled to be issued with, no later than a period of two calendar months after lodgement and approval of a stamped stock transfer form or by way of a completed allotment, to receive one share certificate for all of his shares of each class or several certificates each for one or more of his shares upon the payment of such sum as the Board may determine shall be reasonable after each first certificate.

(b) No share transfer shall be approved by the Board or recorded in the register of members until such time as a stamped stock transfer form is presented to the Company.

(c) A share certificate shall only be required to be sealed when the Company has formally adopted a seal as the common seal of the Company. Clause 6 of Table A shall be modified accordingly.

## PROCEEDINGS OF THE BOARD OF DIRECTORS

5. (a) Each Director of the Company shall be entitled to receive notice of every meeting of Directors. Notice of such meeting of the Directors shall be given to each Director (including every Alternate Director) at any address supplied by him to the Company (including by way of electronic communication under the procedure and definition of Article 9(c)), for such purpose whether or not he is present within the United Kingdom, provided that any Director shall have the power to waive notice of any such meeting either prospectively or retrospectively and if he does so it shall not affect the validity of such meeting that the required notice was not given to him.

(b) A meeting of the Directors may be convened and held at any location in any jurisdiction anywhere in the World.

(c) Where a minimum of two Directors are appointed to the Board, a quorum for the transaction of any and all such business at a meeting of the Directors of the Company shall be two. Any Director may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment whereby all the Directors participating in the meeting can hear each other and the Directors participating in a meeting in this manner shall be deemed to be present in person at such meeting. In counting a quorum, an alternate Director present shall be counted as part of the quorum, but only in the absence of his appointer. Whensoever the number of appointed Directors is no greater than one, then a sole Director shall be empowered to exercise all and any such powers of the Company deemed to be vested in the Board of Directors of the Company. Clause 89 of Table A shall be modified accordingly.

(d) The Chairman shall have a second or casting vote in the case of an inequality of votes which may only be exercised by him to maintain the status quo. Clause 88 of Table A shall be modified accordingly.

(e) The Directors may appoint one of their number to the position of Managing Director or such other executive position as they may determine.

(f) The Directors shall be empowered to appoint a committee of Directors the powers, constitution and purpose of which shall be determined by a resolution at meeting of the directors of the Company at which a quorum shall be present. Such committee may be permanent or temporary but the number of Directors on such committee shall not be less than two and Clause 72 of Table A shall be modified accordingly.

(g) A Director shall be entitled to vote in regard to any contract or arrangement in which he is interested or on any such like matter arising thereout provided that he declares his interest pursuant to S. 317 of the Act, and if he votes on any such matter then his votes shall be counted and his presence at the meeting shall be counted in estimating a quorum in considering any such arrangement or contract whether at a meeting of the Directors or committee of the directors. The declaration of any interest by a Director in any contract or arrangement shall be formally recorded in the minutes of the meeting.

(h) Clauses 94 to 97 (inclusive) of Table A shall not apply to the Company.

#### APPOINTMENT OF ALTERNATE DIRECTORS

6. (a) An appointed Director of the Company shall be entitled to appoint an alternate director in order to attend and vote at any meeting of the board of directors or a committee of the Directors at which the appointing Director is unable to attend. Such alternate Director may represent more than one director but in determining a quorum present at any meeting of the Directors shall only be counted as a single Director but nevertheless shall be entitled to cast one vote for each of the Directors for whom he is appointed as an alternate Director.

(b) The appointment of an alternate Director shall be approved by the Board of Directors prior to an alternate director's appointment being effective and to him taking up any such duties and he shall not be entitled to any remuneration other than the reimbursement of his reasonable expenses.

(c) Articles 65 to 66 of Table A shall be modified accordingly.

#### DIRECTORS' BORROWING POWERS

7. The Directors shall be empowered (whether expressly or impliedly) to exercise in pursuance of its objects and powers all of the borrowing powers of the Company,

(a) to negotiate credit facilities and credit lines from suppliers and other commercial and non-commercial bodies and to delegate such negotiating powers to other officers and employees of the Company.

(b) to borrow and secure the payment of any and all such moneys loaned to the Company in any form of currency by guarantees or any other form of appropriate security.

(c) to guarantee the fulfilment of any and all such obligations and the performance of any such contract or other obligations entered into on behalf of the Company, and,

(d) (subject to Section 80 of the Act) to issue any redeemable share capital, loan or debenture stock and debentures and to charge and mortgage any and all of the assets and property and uncalled capital of the Company.

#### RIGHT OF INDEMNITY OF DIRECTORS, OFFICERS AND AUDITORS

8. (a) Insofar as permitted (and without prejudice to the provisions of Section 310 of the Act), any Director or officer and the appointed auditor of the Company shall be entitled to be indemnified against all and any liabilities, losses, debts, charges and expenses incurred and sustained by him in the performance and undertaking of any duties of his employment or office, (wherever such duties may be performed and whether such liability is incurred in civil or criminal law), in defending any proceedings brought against him of which he is acquitted or judgement given in his favour, or in relating to any application under Section 144 and 172 of the Act in which relief is granted to him by the Court. An officer need not necessarily be a director of the Company.

(b) The Company and the Board of Directors shall be empowered and authorised to take out, purchase and maintain indemnity insurance or insurances to cover any future potential liability referred to in Section 310 (1) of the Act of any of the Director, officers or appointed Auditor of the Company.

(c) Clause 118 of Table A shall be modified accordingly.

#### PROCEDURE AND RESOLUTIONS OF GENERAL MEETINGS

9. (a) All meetings duly convened and held by the Company (other than the Annual General Meeting) shall be referred to as an Extraordinary General Meeting of the Company. Regulation 38 of Table A shall be modified accordingly.

(b) Any notice issued by the Company convening any such General Meeting shall comply with Section 372(3) of the Act thereby notifying member of their rights to appoint proxies at any such meeting. All and any other notices and communications relating to any General Meeting of the Company and which any Member is entitled to receive shall also be sent to the appointed Auditors or Accountants for the time being of the Company.

(c) Provided that a member has given his prior consent to the Company in writing (which shall be maintained with the statutory records of the Company) and provided an effective and correct electronic address to which any such notice may be sent, then the Company shall be empowered to give notice of any meeting communicated to him by an effective and legible form of electronic transmission (including e-mail), being all and any form of electrical or electronic communication whether by visual electric, electro-magnetic, electro-optical or any other like or similar method of transmission and in the event that any such communication is made by such method, notice shall be deemed to have been served on the member on either the date that such electronic communication was effected or on the actual date that it was physically delivered to the member, whichever date shall be the earliest. Whensoever any such notice is communicated by electronic transmission, the provisions of clause 115 in Table A shall not apply and clauses 112 to 116 shall be modified accordingly.

(d) The Company shall not transact any business at any General Meeting unless a quorum is present and a quorum shall comprise of two persons entitled to attend and vote upon the business to be transacted, each such person being an actual member of the Company or a proxy for a Member or a duly authorised representative of a corporation. If such a quorum is not present within half an hour of the time set for any such adjourned meeting then, notwithstanding the provisions of clause 41 of Table A, the meeting may be dissolved thereafter.

(e) Whensoever the Company has only a single member, then a quorum shall be constituted by that sole member being present either in person or by means of a proxy. In the case of another Company being a sole member, attendance by a duly authorised person of that Company shall be deemed to be a quorum. Clause 40 of Table A shall not apply to the Company.

(f) All and any decisions taken by a single member in a General Meeting of the Company or by way of a written resolution shall be deemed to be effective and all and any decisions so made shall be recorded in writing and entered into and maintained in the minute book of the Company, being the dedicated book held and maintained by the Company for such purpose.

(g) If any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the resolution unless it is pointed out at the same meeting and not, in that case, unless in the opinion of the Chairman the error is of a sufficient magnitude as to vitiate the resolution.

(h) All original signed notices of any duly convened meeting and all other papers relevant to the convening and proceedings of such meetings shall be held and maintained with the statutory books of the Company.

#### REGISTRATION OF SHARE TRANSFERS

10. (a) Any proposed transfer of shares, stock or debentures in the capital of the Company shall be presented on the prescribed form, be correctly executed and shall have the appropriate stamping duty paid thereon prior to presentation to the Company, together with any share certificate for cancellation or an appropriate form of indemnity. No more than one class of share shall be transferred on each prescribed form.

(b) The Directors shall have absolute discretion to decline to register the proposed transfer of any shares in the capital of the Company without being required to give any reason or explanation thereof (and shall decline any such proposed transfer where such transfer is not presented on the appropriate stock transfer form with the correct stamp duty properly paid or lacking the original share certificate or form of indemnity) and shall further be entitled to decline to give any reason or explanation thereof on any formal request for such reason being received. Notice of any refusal to register any such proposed transfer shall be sent to both the transferee at the address recorded in the register of members and the address of any presenter of such documents of transfer within one month after the date upon which the documents of transfer were presented to the Company.

(c) Clauses 23, 24 & 25 of Table A shall be modified accordingly.

#### ADOPTION OF COMPANY SEAL

11. (a) The Company may adopt a seal which shall then be deemed to be the common seal of the Company.

(b) A seal once formally adopted may only be used under the authority of the Board of Directors or a committee of the Board appointed, authorised and empowered by it to execute all and any such documentation requiring such use of the seal on behalf of the Company. Every document to which the seal is so affixed shall be signed by at least one Director and the Company Secretary or two Directors of the Company, unless the Board at a meeting of the Directors shall have otherwise determined. The obligation to seal share certificates shall not apply if the Company has not formally adopted a seal.

(c) The Company shall be entitled to have an Official Seal for use abroad in a foreign territory or jurisdiction. Such power to use the seal shall be vested in the Board of Directors who may authorise any person within a foreign jurisdiction to use the seal on behalf of the Company in accordance with the requirements of S.39 of the Act.

(d) Clause 101 of Table A shall not apply to the Company and Clause 6 shall be modified accordingly.

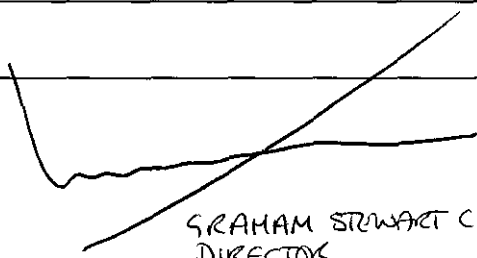
#### DIRECTORS & OFFICERS PENSIONS GRATUITIES AND ALLOWANCES

12. (a) Provided that any Director or Directors of the Company declares any interest pursuant to S. 317, Companies Act, 1985, (whereupon such declaration shall be recorded in the minutes) he shall be entitled to be counted as part of the quorum and to vote and benefit from the exercise of any power of the Company to establish or enter into, arrange or provide for any scheme or arrangement for the grant of any retirement pensions, annuities, benevolent fund or other benefits and allowances provided or to be provided by the Company for the benefit of any Director or officer or employee or former Director or officers or employees of the Company, (together with its holding company, subsidiaries, associated companies and predecessors in business) and of the members of their family (including any spouse, widow, or former spouse and dependants of any Directors or former Director of the Company) and Clause 87 of Table A shall be modified accordingly.

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Name and Address of Subscriber

Countryside Properties PLC  
Countryside House  
The Drive  
Great Warley  
Brentwood  
Essex CM13 3AT

  
GRAHAM STEWART CHERRY  
DIRECTOR

Dated this 19<sup>th</sup> day of February 2007



Witness:

Tracy M Warren  
The Molehill  
Hollow Road  
Molehill Green  
Nr. Felsted  
Essex CM6 3JF