

6202997

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BERRYFIELD HOUSE REGENERATION COMPANY LIMITED

- 1 The name of the Company is " BERRYFIELD HOUSE REGENERATION COMPANY LIMITED "
- 2 The registered office of the Company will be situated in England and Wales
- 3 The objects for which the Company is established are -
 - 3 1 to carry on any business, undertaking, transaction or operation as a general commercial company and without limitation to acquire and or carry on the business commonly carried on or undertaken by manufacturers, merchants and dealers (both wholesale and retail) in all or any articles of commercial and personal use and consumption, or by providers of services, importers, exporters, shipowners, bankers, factors, capitalists, promoters, financiers, real property dealers and investors, concessionaires, brokers, contractors, processors, storers of and dealers in any goods and other things mercantile and general agents, advertising agents, publishers, carriers and transporters of all kinds and to carry on all or any of the said businesses either together as one business or as separate distinct businesses in any part of the world,
 - 3 2 to acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person or if still the same and to act and carry on business as a holding company,
 - 3 3 to design, manufacture, buy, sell, process, import, export, deal in and store any goods and other things and to carry on the business of the above description, or which may be conveniently or advantageously made or supplied in connection with it,
 - 3 4 to purchase, take on lease or otherwise acquire by any means and exploit lands, and other real and personal property or any rights thereunder, mines and mineral rights and any interest therein and to acquire, explore for and exploit any natural resources and to carry, establish, promote and otherwise assist any company or companies, for the purpose of acquiring any business involving the ownership or possession of lands or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers, or to sell, let or otherwise dispose of or grant rights over any real property belonging to the company,
 - 3 5 to employ brokers, commission agents or underwriters upon any issues of shares, debentures or other securities of the company and to provide for the remuneration for



their services in cash, or by the issue of shares, debentures, or other securities of the company, or by the grant of options to take the same, or in any other manner allowed by law,

- 3 6 to provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind,
- 3 7 to advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind,
- 3 8 to lend money, grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company, with or without security,
- 3 9 to invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company,
- 3 10 to acquire controlling or other interests in any companies whether to receive money on deposit at interest or otherwise by a subsidiary or a holding company of the Company or any other company whatsoever or to dispose by any means the whole or any part of the undertaking or property of the Company, or to amalgamate with any other company,
- 3 11 to enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same,
- 3 12 to accept stock or shares in, or the debentures or other securities of, any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company,
- 3 13 to borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities,
- 3 14 to enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of any person, including (without prejudice to the generality of the foregoing) any company whether having objects or engaged or intending to engage in business similar to those of the company or not,

notwithstanding the fact that the company may not receive any consideration or advantage direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein,

- 3 15 to enter into and carry into effect any arrangement for joint working partnership or profit share, or formation, with any other company, or any partnership or person carrying on business within or calculated to provide the objects of this company, and co-operate or participate in any way with, and assist or subsidise any person,
- 3 16 to accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise,
- 3 17 to apply for and take out, purchase or otherwise acquire or develop any trade and service marks and names, designs, patents, patent rights, copyright, inventions and secret processes, to carry on the business of an inventor, designer or research organisation and to grant licences to use the same,
- 3 18 to sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with or dispose of or transfer, all or any part of the business, undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities,
- 3 19 to issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose,
- 3 20 to issue, or guarantee the issue of, or the payment of interest on the shares, debentures, debenture stock or other securities or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of such issue,
- 3 21 to establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to the Company's employees (other than directors) with a view to enabling them to acquire shares in the Company or its holding company,
- 3 21 to acquire by subscription, purchase or otherwise, and to hold and sell, shares or stock in any company, society or undertaking, to establish agencies (and local boards) in Great Britain and elsewhere, and to regulate and discontinue the same,
- 3 23 to pay all the costs, charges and expenses incurred in connection with the promotion, formation, establishment and incorporation of the Company, including the cost of advertising, commission for underwriting, brokerage, printing and stationery and to

procure the registration or incorporation of the Company in or under the laws of any place outside England,

- 3 24 to grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or any predecessor in business of any of them and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object,
- 3 25 to purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, and to conduct and carry on or liquidate any such business,
- 3 26 to establish, promote and otherwise assist any company or companies for the purpose of acquiring any of the property or properties any or the objects of this company, to acquire controlling or other interests in any companies and to subsidise any company in which this company may be interested,
- 3 27 to cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory,
- 3 28 to distribute any of the property of the Company among its creditors and Members in specie or kind,
- 3 29 to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others,
- 3 30 to carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members or any of the objects of the company,
- 3 31 to do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them in any part of the world or to cause the Company to be registered and recognised in any part of the world and it is hereby declared that -

- (a) the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and
 - (b) except where the context expressly so requires, none of the several paragraphs of this clause or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this clause, or the order in which such objects are stated or the name of the company or the nature of any business carried on by the company, but shall be construed in as wide a sense as if each of the said sub-clauses defined the object of a separate and independent company
- 4 The liability of the Members is limited to the amount (if any) for the time being unpaid on the shares held by them respectively
- 5 The share capital of the Company is £1,000 divided into 1,000 Shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions

WE, the several persons whose names and addresses are subscribed, wish to be formed into a company pursuant to this Memorandum of Association, and we respectively agree to take the number of shares in the Company set opposite our respective names

**NAMES, ADDRESSES AND DESCRIPTION
OF SUBSCRIBER**

**NUMBER OF SHARES
TAKEN
BY EACH SUBSCRIBER**

FORUM DIRECTORS LIMITED

6 Drakes Meadow

Penny Lane

SWINDON

Wiltshire

SN3 3LL

ONE

SEA

Authorised signatory

DATED the day of 2007

WITNESS to the above signatures -

Sandra Howse

6 Drakes Meadow

Penny Lane

SWINDON

Wiltshire

SN3 3LL

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BERRYFIELD HOUSE REGENERATION COMPANY LIMITED

PRELIMINARY

- 1 The regulations contained in Table A in the Schedule to the Companies (Table A-F) Regulations 1985 as amended ("Table A") shall apply to the Company except in so far as they are excluded by or varied or are inconsistent with these Articles
- 2 Expressions defined in regulation 1 of Table A shall where the context admits bear in these articles the meanings so defined

SHARE CAPITAL

- 3 Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such time or times as they think fit, provided that no shares shall be issued at a discount
- 4 The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 3 shall be the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as shall be authorised by the Company in general meeting
- 5 The authority conferred on the directors by articles 3 and 4 shall remain in force for a period of 5 years from the date of incorporation of the Company and thereafter provided this authority is renewed from time to time by the company in general meeting in accordance with section 80 of the Act
- 6 In regulations 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the company may by special resolution determine"
- 7 The provisions of section 89(1) of the Act shall not apply to the Company

LIEN

- 8 The Company shall have a first paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and

the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him his estate either alone or jointly with any other person whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

- 9 In regulation 8 of Table A there shall be substituted for the words 'any amount payable in respect of it' the words 'all distributions and other monies or property attributable to it', and the same words shall be substituted in regulation 19 for the words 'all dividends or other monies payable in respect of the forfeited shares'

TRANSFER OF SHARES

- 10 If any member intends to transfer either the beneficial or legal interest in their shares, the directors may, in their absolute discretion and without giving any reason therefor, decline to register that transfer whether or not it is a fully paid share and the first sentence of regulation 24 in Table A shall not apply to the Company.

ALTERATION OF CAPITAL

- 11 In regulation 32 of Table A there shall be inserted after the words 'the resolution may' in paragraph (c) the parenthesis '(if it is a special resolution)'
- 12 In regulation 33 of Table A the parenthesis '(including, subject to the provisions of the Act, the company)' shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS

- 13 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved, in any other case it shall stand adjourned to such day and at such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum. Regulation 41 in Table A shall not apply to the Company.
- 14 A poll may be demanded at any general meeting by the Chairman or any member or his proxy entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.
- 15 On a show of hands or on a poll votes may be given either personally or by proxy. Regulation 59 of Table A shall not apply.

NUMBER OF DIRECTORS

- 16 Regulation 64 of Table A shall not apply to the Company. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one. Whenever the number of directors shall become one, he shall have authority to exercise all the

powers and discretions vested in the directors by Table A and these Articles and regulation 89 in Table A shall be modified accordingly

DELEGATION OF POWERS

- 17 The following sentence shall be inserted after the first sentence of regulation 72 of Table A -

"Any committee of directors shall have the power unless the directors direct otherwise to appoint as a member or as members of the committee for any specific purpose any person or persons who are not directors of the Company "

ALTERNATE DIRECTORS

- 18 Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him
- 19 When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 20 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company
- 21 No person shall be appointed a director at any general meeting unless either -
- i) he is recommended by the directors, or
 - ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice signed by a Member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed

Subject to paragraph (i) or (ii) above, the Company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director

- 22 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 12 above as the maximum number of directors and for the time being in force
- 23 There shall be no age limit for directors of the Company

24 In regulation 81 of Table A there shall be inserted in paragraph (d) after the words 'to the company' the words 'left at the office'

25 A director shall not be required to hold any qualification shares in the Company

DISQUALIFICATION AND REMOVAL OF DIRECTORS

26 The office of a director shall be vacated if he is removed from office by extraordinary resolution of the Company

27 Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions -

"(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director, or"

"(e) he is duly removed from office either by unanimous resolution of the board of directors, whereupon his office as director shall be vacated forthwith, or if the board shall resolve that his executive office shall be terminated, whereupon his office as director shall be vacated upon the date of such termination "

REMUNERATION OF DIRECTORS

28 Regulation 82 of Table A shall be amended by the addition of the following -

"Such remuneration shall be divided between the directors in such proportion and manner as the directors may unanimously determine or in default of such determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors may determine "

PROCEEDINGS OF DIRECTORS

29 Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom Regulation 88 of Table A shall be modified accordingly

30 Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting

31 Subject to such disclosure as is required by section 317 of the Act a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which

he has, directly or indirectly, an interest or duty which is material and in relation to any such resolution as aforesaid he shall (whether or not he votes on the same) be taken into account in calculating the quorum present at the meeting Regulations 94-97 (inclusive) in Table A shall not apply

VOTES OF MEMBERS

- 32 In regulation 54 of Table A there shall be inserted after the second occurrence of the words 'every member' the words 'present in person or by proxy'
- 33 In regulation 61 of Table A there shall be substituted for the words following 'the instrument appointing a proxy shall be in' the words 'any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used'

THE SEAL

- 34 The Company shall be entitled not to have a company seal and to execute documents under the hands of a director and the secretary or any two directors and to deliver such documents as deeds on behalf of the Company
- 35 Share Certificates need not be sealed with the seal and if not so sealed, a Share Certificate shall be signed by a director and the secretary or any two directors and regulation 6 of Table A shall be modified accordingly

NOTICE

- 36 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed Provided that a hard copy thereof is either delivered personally or sent by post Regulations 111, 112 and 115 of Table A shall be amended accordingly
- 37 Any notice required by these Articles to be given by any member to the Company or by any director to the Company may be given in the same manner as specified in Article 29 above and the provisions of regulations 111, 112 and 115 of Table A shall apply to any such notice

DIVIDENDS

- 38 In regulation 104 of Table A there shall be inserted after the words 'as from a particular date' the words 'or to a particular extent'

INDEMNITY

- 39 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all losses and

liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any action or omission done or alleged to be done by him as an officer or employee of the Company

**NAMES, ADDRESSES AND DESCRIPTION
OF SUBSCRIBERS**

**NUMBER OF SHARES
TAKEN
BY EACH SUBSCRIBER**

FORUM DIRECTORS LIMITED

6 Drakes Meadow

Penny Lane

SWINDON

Wiltshire

SN3 3LL

ONE

Authorised signatory

DATED the day of 2007

WITNESS to the above signatures -

Sandra Howse

6 Drakes Meadow

Penny Lane

SWINDON

Wiltshire

SN3 3LL

Company No: 6202997

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES

OF ASSOCIATION

OF

BERRYFIELD HOUSE REGENERATION COMPANY LIMITED

(Incorporated on 4 April 2007)

(Name Changed on [] July 2007)

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Ref