

FILE COPY



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

Company No. 6354678

The Registrar of Companies for England and Wales hereby certifies that
BLUESTONE PROPERTY TRADING 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 29th August 2007



N06354678Q



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

Bluestone Property Trading
Limited

I,

Caroline Soulsby

of

Lee & Priestley LLP, 10-12 East Parade, Leeds

† 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

Caroline Soulsby

Declared at

Walker Morris, Kings Court, 12 King St Leeds

Day Month Year

On

21 08 2007

• Please print name

before me •

✓ ROBERT WARREN

Signed

✓ *[Signature]*

Date

24th August 2007

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

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

Lee & Priestley LLP, 10-12 East Parade
Leeds LS1 2AJ

CS / Carne Tel 0845 129 2353

DX number 14074 DX exchange Leeds Park Square

SATURDAY



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AZI4SSET
25/08/2007
COMPANIES HOUSE

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ge

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

DX 235 Edinburgh

for companies registered in Scotland

or LP - 4 Edinburgh 2



10

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

6254678

Company Name in full

BLUESTONE PROPERTY TRADING LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

BRAES CASTLE, LONG LANE

HARDEN

Post town

BINGLEY

County / Region

WEST YORKSHIRE

Postcode

BD16 1BU

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

☐

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information in the box opposite but if you
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Leeds
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Tel 0845 129 2300

DX number DX 14074 DX exchange Leeds Park Square

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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

A15 23/08/2007 695
COMPANIES HOUSE

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TH

Company Secretary (see notes 1-5)

Company name

LEE & PRIESTLEY SECRETARY LIMITED

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

10 - 12 EAST PARADE

Post town

LEEDS

County / Region

WEST YORKSHIRE

Postcode

LS1 2AJ

Country

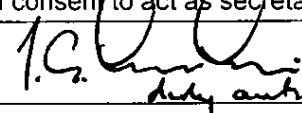
ENGLAND

†† 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

☐

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

Consent signature


J.G. Miller
duly authorised

Date

22 August 2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

Forename(s)

LEE & PRIESTLEY LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address ††

10 - 12 EAST PARADE

Post town

LEEDS

County / Region

WEST YORKSHIRE

Postcode

LS1 2AJ

Country

ENGLAND

†† 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

☐

Day Month Year

Date of birth

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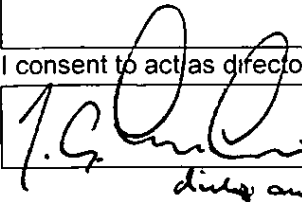
Nationality

Business occupation

Other directorships

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

Consent signature


J.G. Miller
duly authorised

Date

22 August 2007

Please list directors in alphabetical order

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address tt

†† 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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date _____

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed

Date _____

Or the subscribers

Signed

Date _____

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

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

025369150

1-264012/52

Company No:

THE COMPANIES ACT 1985

AND

THE COMPANIES ACTS 1985 AND 1986

SATURDAY

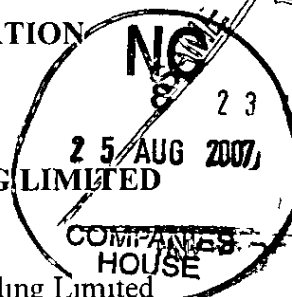
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COMPANIES HOUSEA15 23/08/2007 696
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BLUESTONE PROPERTY TRADING LIMITED



- 1 The name of the Company is Bluestone Property Trading Limited
- 2 The registered office of the Company will be situate in England and Wales
- 3 The object of the Company is to carry on business as a general commercial company
- 4 In addition to those powers set out in section 3A of the Companies Act 1985 the Company shall have the following powers -

To carry on any other trade or business whatever which can in the opinion of the Directors be advantageously carried on by in connection with or ancillary to or which is calculated directly or indirectly to benefit or enhance the value or render more profitable any of the property, rights or businesses of the Company

To purchase, take on lease or in exchange, hire or by any other means acquire any estate or interest in any lands or buildings whatever and any rights or privileges of any kind over or in respect of any property or rights whatsoever which may be necessary for, or may be used conveniently with, or may enhance the value of any other property of the Company

To make experiments in connection with any business of the Company and to purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d' invention, licences, copyrights, secret processes, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire

To purchase or otherwise acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received

To improve, manage, cultivate, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and assets of the Company for such consideration as the Company may feel fit

To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be determined

To lend or advance money or give credit to any persons, firms or companies upon such terms and with or without security and subject to such conditions as may seem desirable and in particular to customers and others having dealings with the Company and to give guarantees or become security for any such persons firms or companies

To borrow or raise money in any manner, and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital

To receive money on deposit or loan upon such terms as the Company may approve

To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and the uncalled capital of the Company or by any other means whatsoever, the liabilities and obligations of and the payment of any monies whatsoever by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined in section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company or its business

To draw, make, accept, endorse, negotiate, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable instruments

To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine

To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) or any corporations, companies or persons, that may seem conducive to the attainment of the Company's object, and to obtain from any such government or authority, corporation, company or person, any charters, contracts, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions

To subscribe for, take, purchase or otherwise acquire and hold shares, stock or other interests in or obligations of any other company or corporation

To promote any other company for the purpose of acquiring all or any part of the property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid

To sell, let, license, develop or otherwise deal with the whole or any part of the undertaking of the Company, either together or in portions upon such terms as the Company may think fit, with power to accept shares, debentures or securities of any company purchasing the same

To employ advisors to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets property or rights

To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others

To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment subject to the provisions of the Companies Act 1985 (or any statutory modification or re-enactment thereof) to such person, firm or company of shares or other securities of the Company credited as paid up in full or part or otherwise

To pay out of the funds of the Company all costs and expenses of or incidental to the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company

To purchase and maintain insurance policies to indemnify the officers and auditor of the Company against any costs, expenses and liabilities arising from negligence, default, breach of duty or trust incurred by them in discharge of their duties or in relation thereto

To support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or employees, to remunerate the Directors of the Company in any manner the Company think fit and to pay or provide pensions for or make payments to or for the benefit of any persons who are or were at any time in the employment or service of the Company or of any company for the time being the Company's holding company or subsidiary company (as defined by Section 736 Companies Act 1985) or otherwise associated with the Company in business and the spouses, families and dependents of any such persons, to make payments towards insurance, to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons aforesaid and of their spouses, families and dependents, and to set up, establish, support and maintain profit sharing, share option or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable such schemes to be established or maintained

Subject to and in accordance with due compliance with the provisions of sections 155 to 158 (inclusive) of the Companies Act 1985 (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Companies Act 1985) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Companies Act 1985

To distribute any property of the Company or proceeds of sale or disposal of any property of the Company in specie among the members

To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object

AND it is hereby expressly declared that each sub-clause of this Clause 4 shall be construed independently of the other sub-clauses hereof and that, except where the context expressly so requires, none of the powers therein mentioned shall be deemed to be merely subsidiary or ancillary to the powers contained in any other sub-clause

5 The liability of the members is limited

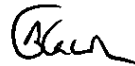
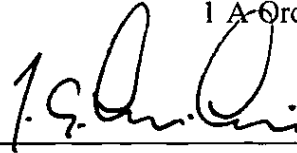
- 6 The share capital of the Company is £1,000 divided into 250 A ordinary shares of £1 each, 250 B ordinary shares of £1 each, 250 C ordinary shares of £1 each and 250 D ordinary shares of £1 each

We the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum, and I/we agree to take the number of shares shown opposite our respective names

Names and addresses of subscribers and number of shares taken by each subscriber

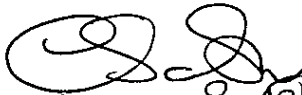
Andrew Lawson and Timothy Gordon Williams
c/o 10-12 East Parade
Leeds
LS1 2AJ

1 A Ordinary Share



Dated 22nd August 2007

Witness to the above signatures



Caroline Soulsby
Solicitor
Leeds Priestley Solicitors
10-12 East Parade
Leeds
LS1 2AJ

Company No:

THE COMPANIES ACT 1985

AND

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BLUESTONE PROPERTY TRADING LIMITED

PRELIMINARY

- 1 (a) The Company is a private company limited by shares and accordingly any offer to the public of shares in or debentures of the Company or any allotment of or agreement to allot shares in or debentures of the Company with a view to their being offer for sale to the public is prohibited
- (b) Subject as hereinafter provided and except where the same are varied by or inconsistent with these Articles the Regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 (as amended prior to the adoption of these Articles) (hereinafter called "**Table A**") shall apply to the Company
- (c) In these Articles the expression the "**Act**" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

SHARE CAPITAL

- 2 The authorised share capital of the Company at the date of the adoption of these Articles is £1,000 divided into 250 A ordinary shares, 250 B ordinary shares, 250 C ordinary shares and 250 D ordinary shares

RIGHTS ATTACHED TO SHARES

- 3 (a) Regulations 102 to 104 of Table A shall not apply to the Company

- (b) Any dividend the directors wish to declare must be approved by an ordinary resolution of the Company in general meeting
- (c) The A ordinary, B ordinary, C ordinary and D ordinary shares shall rank *pari passu* in all respects save that the A ordinary shares and B ordinary shares shall rank as separate classes for the distribution of dividends. The balance of any profits resolved to be distributed in respect of any financial year or period may be distributed at different rates between the different classes of shares and in particular the Company may pay a dividend to the holders of one class of shares and not to the other class of shares

LIEN

- 4 Regulations 8 to 11 of Table A shall not apply to the Company. The Company shall have a first and paramount lien on all shares (whether fully paid or partly paid shares) standing registered in the name of any person for all monies presently payable by him or his estate to the Company whether he shall be the sole registered holder or one of several joint holders thereof. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable on it
- 5 The registration of a transfer of a share shall operate as a waiver of the Company's lien (if any) thereon

TRANSFER OF SHARES

- 6 Regulation 24 of Table A shall be amended by the deletion of the first sentence beginning "The Directors may refuse to register " and the second line shall begin with the words "The Directors may refuse to register a transfer unless"

PURCHASE OF OWN SHARES

- 7 Subject to the Act, the Company may redeem or purchase, and may enter into any contract for the purchase of, all or any of its shares of any class (including any redeemable shares), and may enter into any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every redemption, purchase or contract entered into pursuant to this Article shall be authorised by such resolution of the Company as may for the time being be required by law but, subject to such resolution, the Directors shall have full power to determine or approve the terms of any such redemption, purchase or contract. Neither the Company nor the Directors shall be required to select the shares in question ratably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the Act, the Company may agree to the variation of any contract entered into pursuant to this article and to release any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in these articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company pursuant to this Article. Regulation 35 shall not apply to the Company

PROCEEDINGS AT GENERAL MEETINGS

- 8 (a) Regulations 40, 41 and 50 of Table A shall not apply to the Company
- (b) No business shall be transacted at any General Meeting unless a quorum is present Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum, unless the Company has only one member in which case one member present in person or by proxy shall be a quorum
- (c) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting 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 Directors may determine, and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved

VOTES OF MEMBERS

- 9 A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly
- 10 Regulation 59 of Table A shall not apply to the Company On a poll votes may be given either personally or by proxy or, in the case of a member being a corporation, by its duly authorised representative

DIRECTORS

- 11 Regulations 73 to 77, 79, 80 and 87 (inclusive) of Table A shall not apply to the Company
- 12 Unless and until otherwise determined by ordinary resolution there shall be no maximum number of Directors and the minimum number of Directors shall be one A sole Director shall have the authority to exercise all the powers of the Company vested in the Directors
- 13 Regulation 78 shall be amended by the deletion of the words "Subject as aforesaid" and the words "and may also determine the rotation in which any additional directors are to retire"
- 14 In Regulation 85(c) of Table A there shall be inserted after the words "interest or benefit" the words "unless the Company by ordinary resolution otherwise directs"
- 15 Regulation 88 shall be amended by the deletion of the words "In the case of an equality of votes, the chairman shall have a second or casting vote "

ALTERNATE DIRECTORS

- 16 The last sentence of Regulation 66 of Table A shall be omitted

DIRECTORS' INTERESTS

- 17 Subject to a Director complying with the provisions of Section 317 of the Act, he shall be entitled to vote at a meeting of Directors in respect of any contract or arrangement in which he is interested and if he does so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present Regulation 94 of Table A shall be construed accordingly

DISQUALIFICATION OF DIRECTORS

- 18 A Director shall be required to vacate his office if he becomes incapable by reason of illness or injury of managing and administering his property and affairs but not only by reason of absence from meetings and Regulation 81 in Table A shall be modified accordingly

PROCEEDINGS OF DIRECTORS

- 19 Notices of meetings of Directors shall be given to all Directors and to any alternate Directors appointed by them In Regulation 88 of Table A the words commencing "It shall not be necessary" and terminating "absent from the United Kingdom" shall be omitted
- 20 Any Director (or his alternate) or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or other means of telephone radio or televisual communication whereby all the persons participating in the meeting can hear each other and any Director or member of a committee participating in such a meeting will be deemed to be present in person at such meeting

NOTICES

- 21 In Regulation 112 of Table A the words "and who gives to the Company an address within the United Kingdom at which notices may be given to him" and the words "but otherwise no such member shall be entitled to receive any notice from the Company" shall be omitted

WINDING UP

- 22 In Regulation 117 of Table A there shall be inserted before the words "determine how the division" the words "with the like sanction"

SHARE CERTIFICATES

- 23 In the second sentence of Regulation 6 of Table A the words "shall be sealed with the seal and" shall be deleted Each share certificate shall only be issued by authority of the Directors, or of a committee of the Directors authorised by the Directors, and shall bear the signature of one Director and the company secretary or a second Director

COMPANY SEAL

- 24 Regulation 101 of Table A shall not apply to the Company The Company shall not be required to, but may, at the discretion of the Directors, keep a common seal If such a seal is kept, it shall only be used by the authority of the Directors, or of a committee of the Directors authorised by the Directors, and the Directors may

determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and the secretary or a second Director

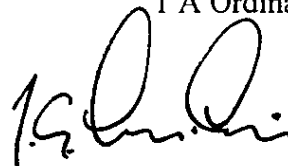
INDEMNITY

- 25 Subject to the provisions of the Act and without prejudice to any other indemnity to which the person concerned may otherwise be entitled, every Director, officer or official of the Company shall be indemnified out of the assets of the Company (including the proceeds of any insurance policy effected by the Company for such purpose) against all costs, charges, losses, expenses and liabilities incurred by him in relation to the actual or purported execution and discharge of the duties of such office. Regulation 118 shall be extended accordingly

Name(s), address(es) and description(s) of subscriber(s)

Timothy Gordon Williams and Andrew Lawson
c/o 10-12 East Parade
Leeds
LS1 2AJ

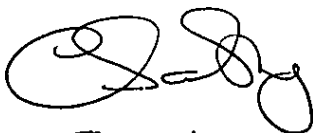
1 A Ordinary Share



Dated the 22nd day of August 2007



WITNESS to the above signature(s)



Solicitor
Caroline Saville
Lee & Piggott Solicitors
10-12 East Parade
Leeds
LS1 2AJ