



FILE COPY

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

Company No. 6856272

The Registrar of Companies for England and Wales hereby certifies that

HELPING HAND HOUSING SERVICES LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **24th March 2009**



N06856272N



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

INC21022

100 x 21
100

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



27/02/09

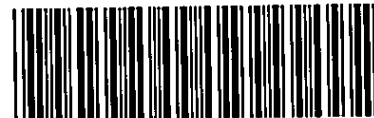
MEMORANDUM OF ASSOCIATION

T26 30

OF

Helping Hand Housing Services

LIMITED



LD4

20/03/2009

345

COMPANIES HOUSE

- (1) THE COMPANY'S NAME IS: **Helping Hand Housing Services LIMITED** ✓
- (2) THE COMPANY'S REGISTERED OFFICE IS TO BE LOCATED IN **England and Wales** .
- (3) THE COMPANY'S OBJECTS ARE: ✓
- (a) To carry out any and/or all business activities including but not limited to retail and wholesale activities, general consultancy, import and/or export and/or distribution of any and/or all goods and/or services and/or any other business activities deemed to be in the interests of the Company by the Board of Directors whether or not ancillary and/or complimentary to any other activities provided that such activities are lawful under the laws of England & Wales.
 - (b) To purchase or otherwise acquire any interest in real or personal property including; easements, rights of way, concessions, licences, mortgages, leases, or to sell, hire, rent, surrender or accept surrender, or otherwise deal with freehold, leasehold or any other legal title, or to purchase or otherwise acquire, plant and/or machinery, patents, industrial and/or commercial processes as is adjudged by the board to be in the interests of the company.
 - (c) To erect, build, manufacture, construct, adapt, alter, let on hire, remodel, repair, assemble, pull down, dismantle, enlarge, remove or replace any; shops, stores, offices, warehouses, factories, railways, office equipment, factory plant and material, roads, pathways, or anything else which may be advantageous or convenient to the Company and to subsidise or make such contribution, either directly or indirectly, or to maintain any of the above in anyway deemed to be in the best interests of the Company by the board of directors.
 - (d) To act as wholesaler, retailer or purchase, sell, import or export any goods, services or property, and to give such undertakings, guarantees, part-exchanges as are appropriate in the circumstances and that will be in the best interest of the Company as adjudged by the Board of Directors.

- (e) To borrow or raise money or ensure such facilities in connection with the Company's business with such security and at such interest rates as may be considered expedient in all the circumstances, In particular the aforementioned can be secured by; mortgage, charge, bond, by using the uncalled capital of the Company, the issue of shares either at par, market or discount value, with such terms, preferences, privileges as are considered appropriate, the issue of debentures, either permanent, repayable or redeemable and further by, or separately to the above, any trust deed or other legal assurance which is acceptable to any individual, bank, finance house, company, building society or other legitimate lending body
- (f) To provide credit, act as a guarantor, and/or advance money to customers, firms, companies and others, with or without security, and on such terms as may be deemed appropriate, and to ensure that such advances/guarantees will be honoured if the agreed terms have been satisfied.
- (g) To receive money or deposit or loan, on such terms as the Company may agree and to generally act as bankers to firms, companies, customers and others.
- (h) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or the ex-employees of the Company, it's subsidiaries, or predecessors, or the dependants of such persons, and to establish and maintain or concur in the upkeep of trusts, funds or schemes (whether contributory or non-contributory) for the purpose of providing pensions and funds for the aforesaid and their dependants.
- (i) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments of all kinds including; bills of exchange and promissory notes.
- (j) To invest and deal with money not immediately required by the Company for it's business to be invested in other areas to be determined by the Company as deemed appropriate in the circumstances by the Board of Directors.
- (k) To purchase or otherwise acquire all or any part of the business or assets of any person, firm, or company formed to carry on, or possessed of such real or personal property rights suitable for the purposes of the Company, and to pay for such in cash (by instalments or otherwise), securities, fully or partly paid up shares or by any other method, on such terms and for such time period thought suitable.
- (l) To accept payment for any property or rights disposed of by the Company on such terms and by such method as seems suitable in the circumstances including; the right to accept stock/shares in another company or corporation, with or without preferential rights, debentures, mortgage debentures or any other security approved by the Company.
- (m) To amalgamate, co-operate, come to an arrangement or partnership with any firm, company or person that may benefit the business of this Company, and on such terms and for such time period as may be approved and to acquire, sell, hold or dispose of any real or personal property, shares, stocks or other interests in any such body and to guarantee the contracts or liabilities of and/or assist such, in keeping with the approval terms.
- (n) To sell and in any other manner deal with or dispose of the Company or any of the property, rights and assets, for such consideration and on such terms that may be approved, including the right to manage, improve, turn to account, exchange, rent, have a share of profits or to grant licences, easements, privileges or other such interests and to acquire and protect and renew trade marks, patents, licences, concessions and designs.
- (o) To pay all and any expenses incurred in connection with the promotion, function formation and incorporation of this Company.
- (p) To distribute any property in specie among any members of the Company. To do all or any of the aforementioned in any part of the world as principals, agents, trustees, contractors or otherwise, either alone or with others either by or through agents, trustees, or otherwise.

(q) To do all other things that are incidental or conducive to the attainment of the above rights.

It is hereby expressly declared that each of the foregoing paragraphs shall be construed independently of the other paragraphs hereof, and that none of the objects mentioned in any paragraph shall be deemed to be merely subsidiary to the objects mentioned in any of the other paragraphs.

(4) The liability of the members is limited

(5) The company's share capital is £100 divided into 100 shares of £1.00 each.

We, the subscribers and whose Names & Addresses appears herein, wish to be formed into a Limited company in pursuance of this Memorandum & Articles of Association and agree to take the number of shares in the capital of the Undertaking set opposite our names:

NAME & ADDRESS OF SUBSCRIBERS

Mr Stephen Dellar
25 Braxfield Road London SE4 2AW

ONE HUNDRED ORDINARY SHARES

x *SPD* 20/07/09.

Signed in the presence of

x *[Signature]* 20th March 2009

Toby FOUNTAINE
46 BEDFORD SQUARE
LONDON WC1B 3DP SOLICITOR

TOTAL SHARES TAKEN

ONE HUNDRED ORDINARY SHARES

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
Helping Hand Housing Services
Limited

1. Save as otherwise indicated, the regulations contained or incorporated in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company.
3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
4. At the date of the adoption of these Articles the capital of the Company is £100 divided into 100 ordinary shares of £1.00 each.

CAPITAL

5. Subject to Article 6 hereof, the Directors of the Company shall within a period of not more than 5 years from the date of the incorporation, have the authority to exercise the Company's power to allot, grant options over or otherwise deal with or dispose of any relevant securities (as defined by S.80 (2) of the Companies Act, 1985) of the Company to such persons and as such terms and conditions that the Directors deem appropriate.
6. (a) Sections 89(1), 90(1) to (6) of the Companies Act, 1985, shall not apply in relation to the issue of any equity securities by the Company but are substituted by Article 6 (subparagraph) (b) hereof.
(b) Save as otherwise directed by the Company in a general meeting all shares allotted pursuant to Article 5 hereof must first be offered to the members of the Company in as near a proportion as possible to the existing shares held by them and that such offer shall be made by notice in writing stating the number of shares to which each member is entitled and limiting a time period of not less than 21 days for the offer to be accepted. If such offer is not accepted it will be deemed to have been declined and the Directors may, subject to these Articles, allot or otherwise dispose of the said shares in a manner, which they deem most beneficial to the interests of the Company. If, however, the Directors are of the opinion that the shares cannot be conveniently offered to the members as hereinbefore provided they may otherwise dispose, allot, or grant options over the same to such persons and on such terms as they think appropriate.

Lien

7. The lien conferred by Regulation 8 Table A of the Companies Act, 1985, on shares and dividends shall also apply to fully paid up shares and dividends registered in the name of any person in respect of all money owed by such person to the Company on whatever basis, whether he is the sole registered holder or one or two or more thereof, or however held.

Transfer of Shares

8. Without assigning any reason the Directors may, with absolute discretion, decline to register any transfer of any share or shares whether or not, it or they, are fully paid up. The first sentence of Regulation 24 of Table A of the Companies Act, 1985 is accordingly not applicable.

Proceedings at General Meetings

9. There shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the company (S.372 (3) of the Companies Act, 1985, with Regulation 38 of Table A modified and the second sentence of Regulation 59 of Table A be deleted).

Directors

10. There must be at least one Director but no maximum number of Directors unless and until decided by the Company in a general meeting. If there is a sole Director such director will have all the powers and authorities granted by these Articles and Table A of the Companies Act, 1985, as if there were two or more Directors with Regulations 89 and 90 modified accordingly. The first Directors of the Company shall be the person or persons named in the statement to the Registrar of Companies prior to the formation of the Company pursuant to S.10 of the Companies Act, 1985, and such Directors need not hold shares in the Company but shall, nevertheless, be entitled to receive notice and attend all the meetings of the Company.
11. The Company shall not be subject to S.293 of the Companies Act, 1985, and, therefore, any person can be appointed or elected as a director, whatever his age and no Director shall be required to vacate his Director by reason of his attaining or having attained the age of 70 years.
12. No director shall be subject to retirement by rotation and a Director can only be elected at a general meeting unless:
- (a) He is recommended by the Directors; or
 - (b) Not less than 15 or more than 35 days before the date of the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

NAME & ADDRESS OF SUBSCRIBERS


Mr Stephen Dellar
25 Braxfield Road London SE4 2AW

ONE HUNDRED ORDINARY SHARES

x  20/3/09

Signed in the presence of

25th March 2009

x 
TOBY FOUNTAINE
46 BEDFORD SQUARE
LONDON WC1B 3DS
SOLICITOR



12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

HELPING HAND HOUSING SERVICES LIMITED

I, STEPHEN DOLLAR

of 25 BRAXFIELD ROAD LONDON SE14 2AW

† 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

Stephen Dollar

Declared at

BISHOP & SEWELL LLP

Bishop & Sewell LLP

Day Month Year

On

20 03 2009

46 Bedford Sq
London WC1B 3DP

● Please print name.

before me ●

TOBY FOUNTAINE

Signed

[Signature]

Date

20th March 2009

† 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.

Tel	
DX number	DX exchange

Companies House receipt date barcode

*This form has been provided free of charge
by Companies House.*

Form revised 10/03

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
or LP - 4 Edinburgh 2



Companies House
— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

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

Company Name in full

HELPING HAND HOUSING SERVICES
& LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

25 BRAXFIELD ROAD

Post town

LONDON

County / Region

UK

Postcode

SE4 2AW

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 do, it will help Companies House
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for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

* Voluntary details

†† 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.

Company name			
NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname			
Previous forename(s)			
Previous surname(s)			
Address ††			
Post town			
County / Region		Postcode	
Country			

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

†† 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.

NAME	*Style / Title	*Honours etc	
Forename(s)	STEPHEN		
Surname	DELLAR		
Previous forename(s)	—		
Previous surname(s)	—		
Address ††	25 BRAXFIELD ROAD		
Post town	LONDON		
County / Region		Postcode	SE4.2AW
Country			

Date of birth

Day Month Year

21 07 1969

Nationality

UK BRITISH

Business occupation

LANDLORD

Other directorships

—

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

Consent signature

Stellar

Date

20 MARCH 2009

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>						
* Voluntary details	Forename(s)	<input type="text"/>								
	Surname	<input type="text"/>								
	Previous forename(s)	<input type="text"/>								
	Previous surname(s)	<input type="text"/>								
†† 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 ††	<input type="checkbox"/>								
		<input type="text"/>								
		<input type="text"/>								
	Post town	<input type="text"/>								
	County / Region	<input type="text"/>	Postcode	<input type="text"/>						
	Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<input type="text"/>								
	Business occupation	<input type="text"/>								
	Other directorships	<input type="text"/>								
		<input type="text"/>								
	I consent to act as director of the company named on page 1									
	Consent signature	<input type="text"/>	Date	<input type="text"/>						

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Slab

Date

20 MARCH 2009

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date