

# File Copy



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 07299367

The Registrar of Companies for England and Wales, hereby certifies that

TPFL PROJECT CO LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in ENGLAND/WALES

Given at Companies House, Cardiff, on 29th June 2010



\*N07299367U\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006



**Companies House**

— for the record —

# IN01(ef)

## Application to register a company

Received for filing in Electronic Format on the: **29/06/2010**



XYQHL9U

*Company Name  
in full:*

**TPFL PROJECT CO LIMITED**

*Company Type:*

**Private limited by shares**

*Situation of Registered  
Office:*

**England and Wales**

*Proposed Register  
Office Address:*

**BRIDGE PLACE, ANCHOR BOULEVARD, ADMIRALS PARK,  
CROSSWAYS  
DARTFORD  
KENT  
ENGLAND  
DA2 6SN**

*I wish to entirely adopt the following model articles:*    **Private (Ltd by Shares)**

## Proposed Officers

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### *Company Secretary*    *1*

*Type:*                                      **Person**

*Full forename(s):*                      **STEPHEN JOHN**

*Surname:*                                **SULLIVAN**

*Former names:*

*Service Address recorded as Company's registered office*

*Consented to Act:* **Y**                      *Date authorised:* **29/06/2010**    *Authenticated:* **YES**

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### *Company Director*    *1*

*Type:*                                      **Person**

*Full forename(s):*                      **STEPHEN**

*Surname:*                                **HOCKADAY**

*Former names:*

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:*    **UNITED KINGDOM**

*Date of Birth:*    **15/03/1955**                      *Nationality:*    **BRITISH**

*Occupation:*    **ENGINEER**

*Consented to Act:* **Y**                      *Date authorised:* **29/06/2010**    *Authenticated:* **YES**

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>1</b>
		<i>Aggregate nominal value</i>	<b>1.00</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.00</b>
		<i>Amount unpaid per share</i>	<b>1.00</b>

*Prescribed particulars*

CLASS OF SHARE: ORDINARY SHARES OF £1 EACH PRESCRIBED PARTICULARS: (A) UNDER SECTIONS 284 AND 285 OF THE COMPANIES ACT 2006 (AS AMENDED) EACH SHARE CARRIES ONE VOTE ON A WRITTEN RESOLUTION; ON A VOTE ON A RESOLUTION ON A SHOW OF HANDS AT A MEETING, EACH MEMBER PRESENT IN PERSON (AND EVERY PROXY PRESENT WHO HAS BEEN DULY APPOINTED BY ONE OR MORE MEMBERS ENTITLED TO VOTE ON THE RESOLUTION) HAS ONE VOTE (BUT A PROXY HAS ONE VOTE FOR AND ONE VOTE AGAINST THE RESOLUTION IF THE PROXY HAS BEEN DULY APPOINTED BY MORE THAN ONE MEMBER ENTITLED TO VOTE ON THE RESOLUTION, AND THE PROXY HAS BEEN INSTRUCTED BY ONE OR MORE OF THOSE MEMBERS TO VOTE FOR THE RESOLUTION AND BY ONE OR MORE OTHER OF THOSE MEMBERS TO VOTE AGAINST); AND, ON A VOTE ON A RESOLUTION ON A POLL TAKEN AT A MEETING, EVERY MEMBER HAS ONE VOTE IN RESPECT OF EACH SHARE HELD BY HIM (ALL OR ANY OF THE VOTING RIGHTS OF A MEMBER MAY BE EXERCISED BY ONE OR MORE DULY APPOINTED PROXIES BUT WHERE A MEMBER APPOINTS MORE THAN ONE PROXY, THIS DOES NOT AUTHORISE THE EXERCISE BY THE PROXIES TAKEN TOGETHER OF MORE EXTENSIVE VOTING RIGHTS THAN COULD BE EXERCISED BY THE MEMBER IN PERSON). (B) THE SHARES ALL RANK PARI PASSU AS RESPECTS DIVIDEND DISTRIBUTIONS. (C) THE SHARES ALL RANK PARI PASSU AS RESPECTS CAPITAL DISTRIBUTIONS MADE OTHER THAN ON A WINDING UP; ON A WINDING UP EACH SHARE CARRIES THE RIGHT TO A REPAYMENT OF CAPITAL OF UP TO £1 PAID UP CAPITAL AND THE SHARES ALL RANK PARI PASSU AS RESPECTS DISTRIBUTIONS OF ANY SUPPLUS REMAINING AFTER ALL SUCH CAPITAL HAS BEEN REPAID. (D) THE SHARES ARE NOT REDEEMABLE.

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## Statement of Capital (Totals)

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<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>1</b>
		<i>Total aggregate nominal value</i>	<b>1.00</b>

## Initial Shareholdings

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*Name:*        **LAING O'ROURKE PLC**

*Address:*    **BRIDGE PLACE  
ANCHOR BOULEVARD  
CROSSWAYS  
DARTFORD  
KENT  
ENGLAND  
DA2 6SN**

*Class of share:*        **ORDINARY**

*Number of shares:*     **1**

*Currency:*             **GBP**

*Nominal value of  
each share:*           **1.00**

*Amount unpaid:*        **1.00**

*Amount paid:*          **0.00**

## Statement of Compliance

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*I confirm the requirements of the Companies Act 2006 as to registration have been complied with.*

*memorandum delivered by an agent for the subscriber(s):* **Yes**

*Agent's Name:* **THE LONDON LAW AGENCY LIMITED**

*Agent's Address:* **THE OLD EXCHANGE 12 COMPTON ROAD  
WIMBLEDON, LONDON  
UNITED KINGDOM  
SW19 7QD**

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### *Authorisation*

*Authoriser Designation:* **agent**

*Authenticated:* **Yes**

*Agent's Name:* **THE LONDON LAW AGENCY LIMITED**

*Agent's Address:* **THE OLD EXCHANGE 12 COMPTON ROAD  
WIMBLEDON, LONDON  
UNITED KINGDOM  
SW19 7QD**

THE COMPANIES ACT 2006

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A PRIVATE COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

TPFL PROJECT CO LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

<u>Name of each subscriber</u>	<u>Authentication by each subscriber</u>
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Laing O'Rourke plc	
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Dated 29 June 2010