



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number

126427

I hereby certify that

APEX TRUST SCOTLAND LIMITED

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

Signed at Edinburgh

25 JULY 1990

J. HENDERSON

JH Registrar of Companies

G

COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

For official use

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1989
1989

Name of company

* APEX TRUST SCOTLAND LIMITED

* insert full
name of Company

I, SARAH ERSKINE

of ERSKINE MACASKILL AND COMPANY, SOLICITORS, 14 ALBANY STREET,
EDINBURGH† 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(2)]† and that all the requirements of the above Act 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
provisions of the Statutory Declarations Act 1835

Declared at EDINBURGH

Declarant to sign below

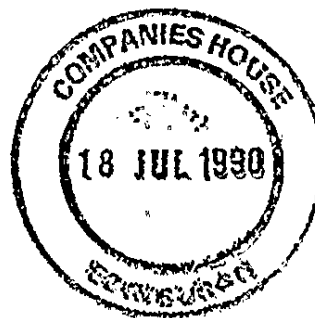
the THIRD day of July

One thousand nine hundred and NINETY

before me Sarah Erskine

14 ALBANY STREET, EDINBURGH

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presentor's name address and
reference (if any):

ERSKINE MACASKILL & COMPANY
14 ALBANY STREET
EDINBURGH
EH1 3QB

For official Use
New Companies Section

Post room

03 JUL 1990

16 JUL 1990

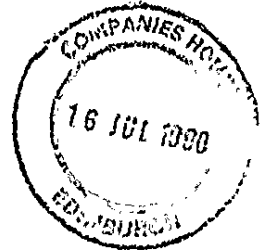
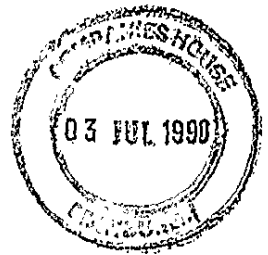
THE COMPANIES ACTS 1985

126427

COMPANY LIMITED BY GUARANTEE
WITHOUT SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF

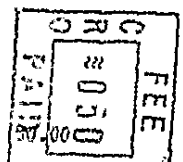
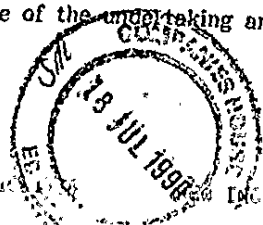
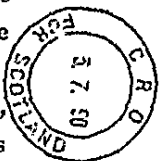
APEX TRUST SCOTLAND LIMITED



1. The name of the Company is APEX TRUST SCOTLAND LIMITED
2. The Registered Office of the Company will be situated in Scotland.
3. The objects for which the Company is established are:-
 - (i) The relief of poverty of offenders and their wives, children and dependants of such persons who are in need;
 - (ii) the advancement of education and training of offenders and the advancement of public education in all matters relating to offenders and ex-offenders.

In furtherance of the above objects but not further or otherwise the Company shall have the following powers:-

- (a) to borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (b) to mortgage and charge the undertaking of all or any of the real and personal property and assets, present or future of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance.
- (c) to establish or promote or concur in establishing or promoting any other Company capable of registration as a charity at law whose objects shall include the acquisition of or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold and dispose of shares, stocks, securities, and guarantee the payment of the interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (d) to draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (e) subject to such consents as are required by law to invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (f) to sell, improve, manage, insure, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or/



or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(g) to make grants and donations to other Charitable Institutions.

(h) to grant pensions and retirement benefits to or for employees or former employees of the Company and to the widows, children and other dependants of deceased employees who are in necessitous circumstances, and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees or former employees of the Company, their widows, children and other dependants.

(i) to do all such other lawful things as shall further the above objects.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Council of Management or Governing Body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or monies worth from the Company.

Provided that nothing herein shall prevent any payment, in good faith by the company

(a) of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of its Council of Management or Governing Body for any services rendered to the Company;

(b) of reasonable and proper rent for premises let by any member of the Company or of its Council of Management or Governing Body;

(c) Of fees, remuneration or other benefit in money or money's worth to a Company of which a member of the Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of that company: and

(d) to any member of its Council of Management or Governing Body of out-of-pocket expenses.

5. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to the said Apex Trust Scotland, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof.

6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Companies' assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Companies' debt and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the right of the contributories.

SCHEDULE

"Company" except where used in reference to this Company, shall include any Partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled or resident in the United Kingdom or elsewhere.

"Person" shall include any Company as well as any other legal or natural person.

"Securities" shall include any full, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation.

"And" and "or" shall mean "and/or" where the context so permits.

"Other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association:

[Handwritten signatures and names with circled numbers 1 through 8]

WITNESSES:

1. Sandra Day, 15 Tarvit Street, Edinburgh.
Finance Officer
2. Andrew Kay, 24 Stoneybank Gardens,
Musselburgh - Office Manager.
3. Martin Currie, 26 Oxford Street, Edinburgh
Development Officer.

DATES OF SIGNING:

1. 7th May, 1990
2. 9th May, 1990.
3. 11th May, 1990.

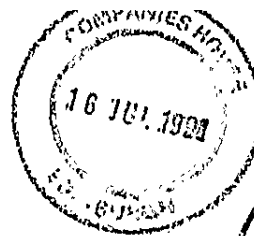
SUBSCRIBERS:

- ① 19 St Andrews Avenue, Preswick, Scotland.
- ② Flat 4, Wilbury Road, Hove, East Sussex, England.
- ③ Daldrishaig, Aberfoyle, Stirling.
- ④ 14 Wilton Road, Edinburgh.
- ⑤ Care of Central Regional Council, Langarth, Stirling, Scotland.
- ⑥ 22 Primrose Bank Road, Edinburgh.
- ⑦ 5 Sheriff Park, Linlithgow.
- ⑧ 73 Kestrel Road, Knightswood, Glasgow.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
WITHOUT SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
APEX TRUST SCOTLAND LIMITED



PRELIMINARY

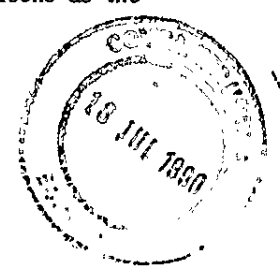
1. The Regulations contained in Table A in the Schedule to the Companies (Tables A-F9 regulations 1985) (such Table being hereinafter called "Table A") shall apply to the Company except insofar as they are excluded or varied hereby; and such regulations and the articles hereinafter contained shall be the regulations of the company.

DIRECTORS

2. (a) The Directors shall not be required to retire by rotation and accordingly; the clauses 73, 74, 75, 76, 77, 78 and 80 in Table A shall not apply to the Company;
(b) Clause 79 in Table A shall be ended at the words "annual general meeting" and the succeeding words shall not apply to the Company;
(c) the last sentence of Clause 84 in Table A shall not apply to the Company. A Director may vote as a Director in regard to any contract or matter in which he has an interest and he shall be included in the calculation of a quorum where any such contract or matter is under consideration and accordingly; Section 94 of Table A shall not apply to the Company.
3. Any Director of the Company shall require to resign after acting as a Director for four years in office as long as he is not the sole Director.
4. The number of Directors forming a quorum shall be four. The power of any Director to act shall be suspended during that Directors' absence from the United Kingdom.

MEMBERS

5. The number of members which the Company proposes to be registered with is eight, but the Directors may from time to time register an increase of members.
6. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.



PROCEEDINGS AT GENERAL MEETINGS

- 7.. (a) Regulation 40 of Table A shall not apply;
- (b) no business shall be transacted at any meeting unless a quorum is present. Four 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;
- (c) If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.

NUMBER OF DIRECTORS

8. (a) Regulation 64 of Table A shall not apply;
- (b) Unless otherwise determined by ordinary resolution, the number of Directors other than alternate Directors shall not be subject to any maximum but shall not be less than four;
- (c) Regulation 89 of Table A shall not apply;
- (d) The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be four. A person who holds office only as an alternate Director shall, if his appointer is not present, be counted in the quorum.

ALTERNATE DIRECTORS

9. (a) One person may act as alternate Director to more than one Director and while he is still acting he shall be entitled to a separate vote for each Director he is representing and if he is himself a Director then his vote or votes as an alternate Director shall be in addition to his own vote.
- (b) Any alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being, but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of Directors attended by him at which he is entitled to vote.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of these Articles of Association:

John F. Leavelle ① *W. H. Meale* ④
L. J. M. M. M. ② *A. G. C. T. G. G. G.* ⑥
Sam. F. M. M. M. ③ *W. H. M. M. M.* ⑦
W. H. M. M. M. ⑤ *W. H. M. M. M.* ⑧

WITNESSES:

1. Sandra Day, 15 Tarvit Street, Edinburgh
Finance Officer
2. Andrew Kay, 24 Stoneybank Gardens,
Musselburgh.
Office Manager
3. Martin Currie, 26 Oxford Street, Edinburgh
Development Officer

SUBSCRIBERS:

- ① 19 St Andrews Avenue, Prestwick, Scotland
- ② Flat 4, Wilbury Road, Hove, East Sussex.
- ③ Daldrishaig, Aberfoyle, Stirling
- ④ 14 Wilton Road, Edinburgh
- ⑤ c/o Central Regional Council, Langarth,
Stirling
- ⑥ 22 Primrosebank Road, Edinburgh.
- ⑦ 5 Sheriff Park, Linlithgow, West Lothian.
- ⑧ 73 Kestrel Road, Knightswood, Glasgow.

DATES OF SIGNING

1. 7th May 1990
2. 9th May 1990
3. 11th May 1990

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COMPANIES FORM No. 10

Statement of first directors
and secretary and intended
situation of registered office

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 3)

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* APEX TRUST SCOTLAND LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

9 GREAT STUART STREET, EDINBURGH

Postcode EH3 7TP

If the memorandum is delivered by an agent for the subscribers of the
memorandum please mark 'X' in the box opposite and insert
the agent's name and address below

X

ERSKINE MACASKILL AND COMPANY
14 ALBANY STREET
EDINBURGH

Postcode EH1 3QB

Number of continuation sheets attached (see note 1)

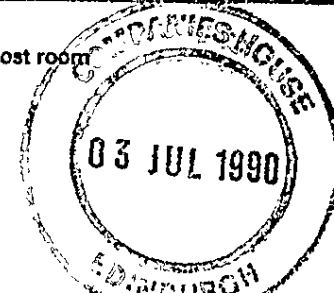
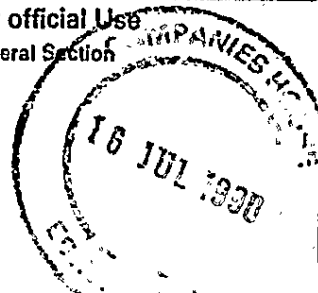
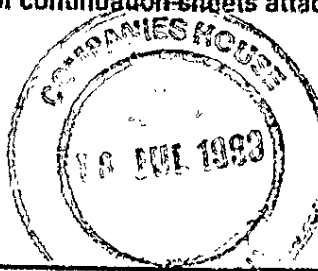
2

Presentor's name address and
reference (if any):

ERSKINE MACASKILL & CO.
14 ALBANY STREET
EDINBURGH
EH1 3QB

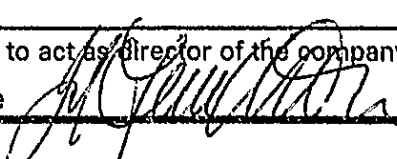
For official Use
General Section

Post room




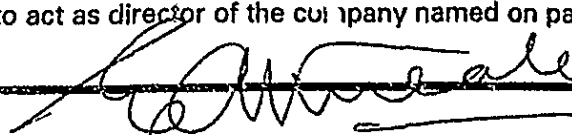
The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) JAMES GREENSHIELDS TEMPLETON		Business occupation	
		MANAGER	
Previous name(s) (note 3)		Nationality	
Address (note 4) 19 ST. ANDREWS AVENUE, PRESTWICK, SCOTLAND.		BRITISH	
Postcode KA9 2DY		Date of birth (where applicable) (note 6) N/A	
Other directorships †			
West Scotland Technology Training Partnership			
Video Course Services International			
Scottish Engineering Training Scheme			
I consent to act as director of the company named on page 1			
Signature 		Date 24/5/90	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3) WILLIAM SCOTT MATHER		Business occupation	
		CHARITY DIRECTOR	
Previous name(s) (note 3)		Nationality	
Address (note 4) FLAT 4, 24 WILBURY ROAD, HOVE, EAST SUSSEX, ENGLAND.		BRITISH	
Postcode		Date of birth (where applicable) (note 6) N/A	
Other directorships †			
Apex New Enterprise Ltd			
New Step Training Ltd			
I consent to act as director of the company named on page 1			
Signature 		Date 24/5/90	

Name (note 3) EVAN ANTHONY KNEALE		Business occupation	
		CHARTERED ARCHITECT	
Previous name(s) (note 3)		Nationality	
Address (note 4) 14 WILTON ROAD, EDINBURGH		BRITISH	
Postcode EH16 5NX		Date of birth (where applicable) (note 6) N/A	
Other directorships † NONE			
I consent to act as director of the company named on page 1			
Signature 		Date 24/May/1990	

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		JEANE FREEMAN	
Previous name(s) (note 3)			
Address (notes 4 & 7)		9 GREAT STUART STREET, EDINBURGH.	
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date 18.6.90	

Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date	

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers		Date
Sarah Ego		3/7/1970

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) WILLIAM SWEENEY McFALL		Business occupation TRADE UNION OFFICER	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 73 KESTREL ROAD, KNIGHTSWOOD, GLASGOW		Date of birth (where applicable) (note 6) N/A	
	Postcode G13 3QS		
Other directorships † NONE			
I consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Date 12/6/90	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3) REVEREND ALISTAIR MCGREGOR		Business occupation MINISTER OF CHURCH OF SCOTLAND	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 22 PRIMROSE BANK ROAD EDINBURGH, SCOTLAND		Date of birth (where applicable) (note 6) N/A	
	Postcode EH5 3JG		
Other directorships † NONE			
I consent to act as director of the company named on page 1			
Signature <i>A. A. C. McGregor</i>		Date 4th Jan 1990	

Name (note 3) JOHN ANDREW ROSS (KNOWN AS "IAN ROSS")		Business occupation DIRECTOR OF SOCIAL WORK	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) C/O CENTRAL REGIONAL COUNCIL, LANGGARTH, STIRLING, SCOTLAND		Date of birth (where applicable) (note 6) N/A	
	Postcode FK17 3EL		
Other directorships † Board Member, Dementia Services Development Trust			
I consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Date 26th MAY '90	

1. Name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin.

Name (note 3) ALLAN ROBERT WALKER		Business occupation PRISON GOVERNOR	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 5 SHERIFF PARK, LINLITHCOW, SCOTLAND		Date of birth (where applicable) (note 6) N/A	
Postcode			
Other directorships † NONE			

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

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

Signature  Date 15/5/90.

Name (note 3) JOHN JAMIESON BLANCHE		Business occupation CONSULTANT	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) DALDRISHAIG HOUSE, ABERFOYLE, STIRLING		Date of birth (where applicable) (note 6)	
Postcode		FK8 3TQ	

Other directorships † Within the last 5 years :

Wm Grant & Sons (Standfast) Ltd; Hiram Walker - Allied Vintners Ltd; Wm Teacher and Sons Ltd; Allied Distillers Ltd; United Rum Merchants Ltd; Allied Lyonds plc; Clyde Port Authority.

Current: *SEE ATTACHED SHEET*

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

Signature  Date 2nd May 90

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Postcode			

Other directorships †

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

Signature Date

JOHN JAMIESON BLANCHE

Other Directorships Cont.,

Current

Allied Lyons Eastern Ltd

X

Chorus Trust Ltd

Scottish Food Promotion Executive Ltd

Strathallan School

WDB Holdings Ltd

West of Scotland Assured Homes Ltd