# FILE COPY



# CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

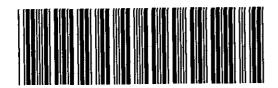
Company No. 336540

The Registrar of Companies for Scotland hereby certifies that

YORK PLACE (NO.473) LIMITED

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

Given at Companies House, Edinburgh, the 22nd January 2008



\*NSC336540C\*





Please complete in typescript, or in bold black capitals

Declaration on application for registration

iack capitals	
CHWP007	
	50336540
Company Name in full	York Place (No. 473) Limited
Ι, [	Austin Flynn
of	30 31 Queen Street, Edinburgh
L Diseas delete no engraproto	do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] [personx named as advactor or secretary of the x company   many   many
	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	a.7+
Declared at	Edinburgh
On	Day Month Year  1 9 0 1 2 0 0 9
Please print name before me	Samuel Price
Signed	Date \8/1/08
·	A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicito
Please give the name, address, telephone number and, if available,	Morton Fraser (ref: NS5/AJF)
a DX number and Exchange of the person Companies House should	30 31 Queen Street
contact if there is any query	Edinburgh Tel 0131 247 1000
	DX number ED119 DX exchange Edinburgh
I (BANGARA NY ANADA MANJAN MANGAMBANA AMBANA AND MANJANA AMBAN	When you have completed and signed the form please send it to the

Registrar of Companies at

for companies registered in England and Wales

for companies registered in Scotland

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff

DX 235 Edinburgh

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

Published under licence by everyform

19/01/2008

**COMPANIES HOUSE** 

Please complete in typescript, or in bold black capitals	First directors and secretary and intended situation of registered office			
CHWP007 Notes on completion appear on final page				
Company Name in full	York Place (No. 473) Limited			
Proposed Registered Office	30 31 Queen Street			
(PO Box numbers only, are not acceptable)				
Post town	Edinburgh			
County / Region	Midlothian Postcode EH2 1JX			
f the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name	X			
and address Agent's Name	Morton Fraser			
Address	30 31 Queen Street			
Post town	Edinburgh			
County / Region	Midlothian Postcode EH2 1JX			
Number of continuation sheets attached				
Please give the name, address, telephone number and, if available, a DX	Morton Fraser LLP (ref: NS5/AJF)			
number and Exchange of the person Companies House should contact if there	30-31 Queen Street, Edinburgh			
s any query	Tel 0131 247 1000			
*\$430KMHK*	DX number ED 119 DX exchange Edinburgh  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			

1916

19/01/2008 **COMPANIES HOUSE** 

... " " " 1 ...

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh

Company Secretar	y (see notes 1 5)			
	Company name	Morton Fraser Secretarie	es Limited	
NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)			
	Surname	V		
Previ	ous forename(s)			
Prev	vious surname(s)			
Addres	ss	30 31 Queen Street		
Usual residential address  For a corporation, give the registered or principal office address  Post town		Edinburgh		
	County / Region	Midlothian	Postcode	EH2 1JX
	Country	Scotland		
		I consent to act as secretary of the	ne company named o	n page 1
Cons	ent signature	07 <del>2</del>	Date	19/1/09
Directors (see notes1 5) Please list directors in alpha	betical order		*Honours etc	
NAME	*Style / Title		Horiours etc	
	Forename(s)			
	Surname	Morton Fraser Director	s Limited	
Prev	rious forename(s)			
Pre	vious surname(s)		Mary Control	
Addre	ss	30 31 Queen Street		
Usual residential address For a corporation, give the registered or principal office address	Post town	Edinburgh		
	County / Region	Midlothian	Postcode	EH2 1JX
	Country			
		Day Month Year		
Date o	of birth		Nationalit	у
Busin	ess occupation	Company Director		
Other	directorships			
		I consent to act as director of the company named on page 1		page 1
Cane	sent signature	01.74	Date	
Cons	Julie Digilatare	1 UI. AT		14/1/05/

Directors (continued)	see notes 1 5)			
NAME *St	tyle / Title	*Honours etc		
* Voluntary details For	rename(s)			
	Surname			
Previous for	ename(s)			
Previous su	ırname(s)			
Address				
Usual residential address For a corporation, give the	î			
registered or principal office address	Post town			
County	/ Region	Postcode		
	Country			
		Day Month Year		
Date of birt	th	Nationality		
Business	ecupation			
Other direc	ctorships			
		I consent to act as director of the company named on page 1		
Consent si	ignature	Date		
This section must be si Either	gned by			
an agent on behalf of all subscribers	Signed	0.7 Date 19/1/08		
Or the subscribers	Signed	Date		
( i e those who signed as members on the	Signed	Date		
memorandum of association)	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

# **MEMORANDUM AND ARTICLES OF ASSOCIATION**

of

YORK PLACE (NO. 473) LIMITED

<u>2008</u> NS5/AJF

MORTON FRASER SOLICITORS

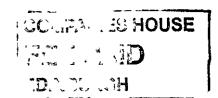
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# THE COMPANIES ACT, 1985 COMPANY LIMITED by SHARES MEMORANDUM of ASSOCIATION



of

# YORK PLACE (NO. 473) LIMITED ("the Company")



- 1 The name of the Company is YORK PLACE (NO. 473) LIMITED
- 2 The Registered Office of the Company will be situated in Scotland.
- 3 The objects for which the Company is established are
  - To carry on any trade, profession, manufacturing process or other business enterprise without limitation to specific modes of commercial structure or development
  - To act as merchants, bankers, financiers, traders, manufacturers, contractors, developers, commission agents or in any other capacity in any part of the world and generally to carry on any trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on in connection with the objects specified in Sub Clause 3.1 hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company, or which may in any way be in the opinion of the Company to its advantage
  - To feu, purchase, lease or otherwise acquire by any other means, heritable or real property in Scotland or elsewhere and any interest in or right connected with such property including, without prejudice to the foregoing generality, estates, farms, lands, houses, buildings, rights of superiority, feuduties and tack duties and all pertinents thereof, to purchase, hire, take in exchange or otherwise acquire any moveable or personal property in Scotland or elsewhere and any interest in or right connected with such property including, without prejudice to the foregoing generality, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant and stock in trade
  - 3.4 To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company
  - To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co operation, joint adventure or reciprocal concession, or (subject to statute) for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any

business or transaction which the Company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company

- To vest any heritable or moveable property, rights or interests acquired by the Company or belonging to it in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company
- To subscribe for, take or otherwise acquire and hold shares, stock, debentures and other securities of any other company
- To invest and deal with the monies of the Company not immediately required in any manner
- To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and to guarantee the performance of any contract or obligation and the payment of money to or by any such persons or companies and generally to give guarantees and indemnities or enter into cautionary obligations
- Without prejudice to the generality, to promote the interests of any company, including any company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company, in any manner whatsoever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company as aforesaid, either with or without consideration and whether or not any benefit flows to the company other than the promotion of such interests as aforesaid, to the intent that the promotion of the interests of any such company as aforesaid shall be a power of the Company
- To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by the granting of a heritable security, mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar heritable security, mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation undertaken by the Company or any other person or company as the case may be
- To draw, make, endorse, accept, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments
- To enter into any arrangement with any government or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges,

charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith

- To pay for any rights or property acquired by the Company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities credited as paid up in full or in part or otherwise
- To establish and maintain or procure the establishment and maintenance of 3 15 any contributory or non contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied to or associated with the Company or any subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid, and make payment to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid
- 3.16 To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures securities of any such other company.
- To sell, lease, grant heritable securities over, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, stock, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Company
- To distribute among the members <u>in specie</u> any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made without the sanction (if any) for the time being required by law
- To act as agents or brokers and as trustees for any person or company and to undertake or perform sub contracts and to do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others, and either by or through agents, sub contractors, trustees or otherwise
- 3 20 To establish branches and agencies in Great Britain and elsewhere for the purposes of the Company
- To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them

To purchase or otherwise acquire on such terms and in such manner as the Regulations of the Company from time to time provide any shares in the Company's capital

# And it is hereby declared that

- The word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body or persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and
- the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or from the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company
- 4 The liability of the Members is limited
- The share capital of the Company is £100,000 divided into 100,000 shares of £1 each, with power to increase the capital and to consolidate or divide the shares in the capital (whether original or increased) into classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

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, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names

NAMES, ADDRESSES AND DESCRIPTIONS of SUBSCRIBERS	NUMBER OF SUBSCRIBER	SHARES	taken	by	each
Austin Flynn, director, on behalf of MORTON FRASER DIRECTORS LIMITED 30 31 Queen Street Edinburgh EH2 1JX		ONE		-	

Dated the 18th day of January 2008

WITNESS to the above signature

Nicola Scandrett 30 31 Queen Street Edinburgh EH2 1JX

Redcadett

# THE COMPANIES ACT, 1985

## **COMPANY LIMITED by SHARES**

#### ARTICLES of ASSOCIATION

of

# York Place (No. 473) Limited ("the Company")

#### **TABLE A**

· ~ \* ;

- The Regulations contained in Table A as prescribed by the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company save in so far as hereinafter modified or excluded, and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company
- 2 Regulations 8, 24, 41, 59, 64, 73 to 80 (inclusive) 94, 101, 115 and 118 in Table A and any other Regulation thereof to the extent that it is inconsistent with these Articles, shall not apply to the Company

#### **SHARES**

- The Shares shall be under the control of the directors and the directors are unconditionally authorised for the purposes of Section 80 of the Act to allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Act) of the Company to such persons (including any director) and generally on such terms and in such manner as they think fit.
- The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by Ordinary Resolution of the Company in General Meeting.
- The directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority
- 6 In accordance with Section 91 of the Act, Sections 89 (1) and 90(1) to 90 (6) (inclusive) of the Act shall be excluded from applying to the Company, and the directors shall be entitled to allot securities in accordance with Section 95 of the Act
- The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid 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 (whether fully paid or not) standing registered in the name of any Member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but 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 dividend or other amount payable in respect of it

#### TRANSFER OF SHARES

- The directors shall have an absolute right without assigning any reason therefore to refuse to register any transfer of a share (whether fully paid or not)
- Subject to any restrictions in these Articles on the transfer of shares, any member holding shares may transfer any or all such shares in any usual written form, or in any such form as the directors may approve, and shall be executed by or on behalf of the transferor, and except where the share is fully paid, also by the transferee.

#### **GENERAL MEETINGS**

- 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
- 11 Where the Company has only a single member, the quorum shall be one
- A poll may be demanded at any general meeting by any member entitled to vote thereat Regulation 46 of Table A shall be modified accordingly
- On a show of hands or on a poll votes may be given either personally or by proxy or corporate representative
- A resolution in writing executed by or on behalf of all the members entitled to vote upon such resolution as if it had been proposed at a general meeting shall be effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members. Such resolution shall be effective on the date it is signed by all the relevant members or where there are several documents, on the date the last member signed the resolution. It shall not be necessary for any written resolution passed in the terms of this Article to be referred to or approved by the Company's auditors.

## **DIRECTORS**

- Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of directors. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles or Table A.
- 16 The directors shall not be subject to retirement by rotation
- A director shall not be required to hold any share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company, and Clauses 38 and 112 of Table A shall be modified accordingly.
- The Company may by ordinary resolution appoint a person who is willing to act as a director, either to fill a vacancy or as an additional director

- The directors may by ordinary resolution appoint a person who is willing to act as a director, either to fill a vacancy or as an additional Director
- 20 There shall be no age limit for directors of the Company
- Any director may act by himself or his company in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a director provided that nothing herein contained shall authorise a director to act as auditor of the Company
- Any director, may participate in a meeting of the directors or a committee of the directors, by means of a telephone conference or other such conference communication facility by which all persons participating in the meeting can hear and speak with each other, and participation in this way shall constitute presence in person of the Director and accordingly such director shall be counted towards the quorum and in any voting at such meeting. A telephone conference meeting shall be regarded as being held in the place where the largest number of directors are present, or if not possible, where the Chairman is present.
- A director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in the manner required by Section 317 of the Act. A director may vote in respect of any such contract or proposed contract and if he does so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the directors at which any such contract or proposed contract shall come before the Board for consideration Clauses 84, 85, 94, 95, 96 and 97 of Table A shall be modified accordingly.

### **DISQUALIFICATION of DIRECTORS**

- 24 The Office of director shall be vacated if the director
  - a becomes bankrupt or makes any arrangement or composition with his creditors generally or
  - b. becomes prohibited from being a director by reason of any order made under Section 295 to 299 (inclusive) of the Act or
  - c becomes of unsound mind or
  - d resigns his office by notice in writing to the Company

#### **BORROWING POWERS**

- The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and issue Debentures, Debenture Stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party
- Any Debentures, Bonds or other Instruments or Securities may be issued at a discount premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares or otherwise as the directors may from time to time determine

#### THE SEAL

- Until the directors otherwise resolve the Company shall not have a common seal The directors may at any time and from time to time revoke or remake any such resolution. If at the time the Company has a seal, the seal of the Company shall not be affixed to any instrument except by the authority of the directors or a committee of the directors authorised by the directors. The directors or any such committee 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 by the secretary or by a second director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.
- In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom

#### **NOTICES**

- Any notice to be given to any person pursuant to these Articles shall be given in legible written form either by facsimile ("fax") by first class post or registered post ("post") or by delivery including courier delivery ("delivery") to the contact address last notified to the sender
- The service of any Notice shall be evidenced and deemed to have been received as follows
  - a Proof that envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given A notice shall be deemed to have been received at the expiration of 24 hours after the envelope containing it was posted,
  - b In the case of a fax, notice shall be deemed to have been received one hour from the time of dispatch of the fax, evidenced by the relevant fax report,
  - c In the case of delivery, notice shall be deemed to have been delivered thirty minutes after delivery to the addressee's address.
- If a Member has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, a notice addressed to him at his last known address in the United Kingdom shall be deemed to be duly given to him on the day on which it is posted

#### INDEMNITY

Every director or 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 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 the charge is found not proven or which are 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 under section 727 of the Act or otherwise, from liability in respect of

any act or omission done or alleged to be done by him as an officer or employee of the Company

The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act

# **GOVERNING LAW**

These Articles shall be governed by and construed in accordance with the Law of Scotland and the Company, its officers and its members from time to time prorogate the non-exclusive jurisdiction of the Scottish Courts

NAMES, ADDRESSES AND DESCRIPTIONS of SUBSCRIBERS	NUMBER OF SHARES taken by each SUBSCRIBER
AUSTIN FLYNN, director, on behalf of MORTON FRASER DIRECTORS LIMITED 30 31 Queen Street EDINBURGH EH2 1JX	ONE

Derdett

Dated this 18th day of January 2008

WITNESS to the above signature

Nicola Scandrett 30 31 Queen Street Edinburgh EH2 1JX