

Company Number: 186448

THE COMPANIES ACTS 1908 TO 1917

AND

THE COMPANIES ACT 1985

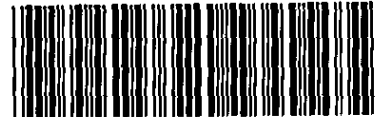
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MANSFIELD INNS LIMITED

FRIDAY



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A38

13/08/2010

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COMPANIES HOUSE

(As adopted by a Special Resolution of the Company passed on 6 MAY 1988)

1. The name of the Company is 'MANSFIELD INNS LIMITED'\*
2. The registered office of the Company is situated in England.
3. The objects for which the Company is established are:
  - 3.01 To carry on, develop, extend and turn to account the business carried on by the Company prior to the adoption of this new Memorandum of Association.
  - 3.02 To carry on the business of brewers, maltsters and distillers in their branches, hop merchants, malt factors, corn merchants, yeast dealers, grain sellers and driers, finings manufacturers and dealers, coopers, bottlers, cask makers, potters, bottle stopper makers, bottle makers, manufacturers and importers of and dealers in aerated mineral and artificial waters, soft drinks and other drinks in all their respective branches.
  - 3.03 To carry on business as proprietors of restaurants, hotels, bars wine bars, refreshment and tea rooms, cafes and milk and snack bars, tavern, beerhouse and lodging-house keepers, licensed victuallers, wine beer and spirit merchants and as caterers and contractors in all their respective branches.

\* Formerly Hornbys Limited, name changed to Punch Bowl Entertainments Limited with effect from 25 July 1972 and then changed to Mansfield Inns Limited with effect from 18 August 1977.

- 3.04 To carry on business as bakers, confectioners, tobacconists, butchers, fishmongers, dairymen, grocers, poulterers, greengrocers, farmers, ice merchants and ice cream manufacturers and to manufacture, buy, sell, refine, prepare, grow, import, export and deal in provisions of all kinds, both wholesale and retail and whether solid or liquid.
- 3.05 To establish and provide all kinds of facilities, entertainments and attractions for customers and other including sporting and entertainment facilities and in particular reading, writing and smoke rooms, lockers and safe deposits, telephones, telegraphs, clubs, gaming machines, cabaret shows, discotheques, nightclubs and sports and indoor entertainment facilities, stores, shops and lavatories.
- 3.06 To carry on the business of inn, hotel, restaurant, cafe, roadhouse, motel, holiday camp, caravan site and apartment house keepers.
- 3.07 To fit up and furnish any property for the purpose of letting the same to visitors or guests whether in single rooms, suites, chalets, caravans, movable structures, cottages or otherwise.
- 3.08 To buy, sell (both to persons residing on the Company's premises and to non-residents), import, produce, manufacture or otherwise deal in food and food products, meat, grocery, fruit, confectionery, wine, spirits, beer and alcoholic beverages, tobacco, druggist supplies, beverages, linen, furniture and furnishings and other articles required in the said businesses.
- 3.09 To appropriate any part or parts of the property of the Company for the purpose of, and to build or let shops, offices and other places of business and to use or lease any part of the property of the Company not required for the purposes aforesaid for any purpose for which it may be conveniently used or let.
- 3.10 To carry on the business of theatre tickets in all its branches.
- 3.11 To carry on all or any of the business of importers and exporters, shippers, merchants, consignors and consignees, vendors and purchasers of and dealers in wines, beers, spirits, liquors and soft drinks and to carry on business as blenders, bottlers, cellarmen, warehousemen, carriers and manufacturers of and traders in any plant, machinery, articles, substances and things capable of being used in connection with any such businesses or otherwise in the wine, beer, spirit and soft drinks trade, and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated directly or indirectly to enhance the value of any of the Company's property or rights for the time being.
- 3.12 To carry on the business or businesses whether together or separately of proprietors and operators of exhibition centres, and as promoters, organisers and managers of all

kinds of trade fairs and exhibitions and other forms and types of like enterprises generally including acting as proprietors, lessees, licensees and managers of exhibition halls, centres, studios and other buildings and property, and to let and sub-let accommodation therein and to provide for the tenants, hirers and users thereof, upon such terms as may seem to the company expedient, all or any of the machinery equipment, power, light, heat, gas, chattels, effects, raw and other materials, facilities and conveniences necessary or desirable for the purpose to which any such buildings or property or any part thereof may for the time being and from time to time be used by such tenants, hirers and users thereof.

- 3.13 To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable or movable real or personal property of any kind.
- 3.14 To purchase or otherwise acquire any patents, brevets d'invention, licences, concessions, copyrights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention, process or development which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, to use, exercise, develop, grant licenses in respect of or otherwise turn to account any of the same and with a view to the working and development of the same to carry on any business whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects.
- 3.15 To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or other bodies, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- 3.16 To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise with any person or company for the purpose of carrying on business within any of the objects of the Company.
- 3.17 To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- 3.18 To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for any of the purposes of the Company.

- 3.19 To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for cash or shares, debentures or securities of any other company.
- 3.20 To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, or equipment as may seem desirable for any of the businesses or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- 3.21 To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world.
- 3.22 To enter into, carry on and participate in financial transactions and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- 3.23 To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and, if the Company thinks fit, charges upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.
- 3.24 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 uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities 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 by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same person or persons as control the Company or is otherwise associated with the Company in its business.

- 3.25 To grant indemnities of every description and to undertake obligations of every description.
- 3.26 To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments and to receive money on deposit or loan.
- 3.27 To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- 3.28 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 rights in respect of dividend or repayment of capital 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.
- 3.29 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- 3.30 To make loans or donations to such persons and in such cases (and in the case of loans either of cash or of other assets) as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
- 3.31 To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- 3.32 To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, bonds, debentures or debenture stock, or other securities or any obligations of any company and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, and whether at home or abroad, as the Company may think fit.
- 3.33 To amalgamate with any other company whose objects are or include objects similar to those of the Company and on any terms whatsoever.
- 3.34 To procure the Company to be registered or recognised in any country or place abroad.

- 3.35 To obtain any provisional or other order or Act of Parliament of this country or of the legislature of any other State for enabling the Company to carry any of its objects into effect, or for effecting any modifications of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- 3.36 To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.
- 3.37 To insure the life of any person who may, in the opinion of the Company be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- 3.38 To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefits of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, trust, other establishment, or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or may be connected with any place where the Company carries on business; to institute and maintain any institution, association, society, club trust or other establishment or profit-sharing scheme calculated to advance the interest of the Company or such persons; to join, participate in and subsidise or assist any association of employers or employees or any trade association; and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object or for any exhibition; the said persons are any persons who are or were at any time in the employment or service of the Company or of any company which is for the time being the holding company or a subsidiary both as defined by section 736 Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company in its business or who are or were at any time directors or officers of the Company or of such other company as aforesaid, and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families or dependants of any such persons.
- 3.39 To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.

- 3.40 To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- 3.41 To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that:

- (a) the word 'company' in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed; and
- (b) the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation should be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by application of the ejusdem generis rule or by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company; none of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the members is limited.

5. The authorised share capital of the Company is £1 comprised of 1 ordinary share of £1 \*

\* Pursuant to a special resolution passed on 30 July 2010, the former authorised share capital of the Company was reduced to £1 comprised of 1 ordinary share of £1

We the several persons whose Names, Addresses, and Descriptions 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.

<u>Names, Addresses, and Descriptions of Subscribers</u>	<u>Number of Shares taken by each Subscriber</u>
WILLIAM HORNBY, Alexandra Avenue, Mansfield  Wine & Spirit Merchant	    One Hundred shares
WILLIAM MIDGLEY HORNBY, Alexandra Avenue, Mansfield  Wine & Spirit Merchant	    One Hundred shares

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Dated the 13th day of December, 1922

Witness to the above Signatures-

JOSEPH BIRD,  
Solicitor,  
Mansfield.