

THE COMPANIES ACT, 1929.

(Section 15 (2))



A 5s.  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

DECLARATION of Compliance with the requirements of the  
Companies Act, 1929, when applying for registration of a

REGISTERED  
21 MAY 1937

Insert  
Name of  
Company.

MOUNTVIEW ESTATES  
LIMITED.

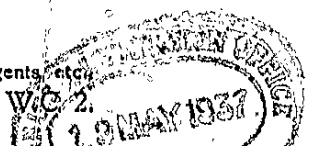
Presented for filing by

DOLWELL & Co.

22 BASINGHALL ST. E.C.2

LEWIS, COATES & LUCAS, LIMITED,

Law and General Stationers, Printers, Lithographers, Company Registration Agents, etc.  
"Cromwell House," 6, 8 and 9, Surrey Street, Strand, London, W.C.2.



I, Walter Duncan Irving SINCLAIR  
of 25 Makepeace Avenue  
Highgate N.6.

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
"engaged in the  
"formation,"  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary."

Do solemnly and sincerely declare that I am (a)

a person named in the Articles of Association (13)  
as a Director

of MOUNTVIEW ESTATES

Limited, and that all the requirements of the Companies Act, 1929,  
in respect of matters precedent to the registration of the said  
Company and incidental thereto 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 Weavers' Hall,  
22 Basinghall Street in the  
City of London

the 14th day of May 1937

Before me,

Mr. E. J. [Signature]

W. D. Irving Sinclair

328020  
ertificate No.                     

Form No. 25.

COMPANY LIMITED BY SHARES.



# STATEMENT OF THE NOMINAL CAPITAL

OF

*Mountain Estates*

LIMITED.

REGISTERED

21 MAY 1937

*NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Memorandum of Association or other Documents when application is made for the Company to be registered.

resented for filing by

GOLWILL & Co.

22 BASINGHALL ST, E.C.2

LEWIS, COATES & LUCAS, LIMITED.

Law and General Stationers, Printers, Lithographers, Company Registration Agents, etc.,  
"Cromwell House," 6, 8 and 9, Surrey Street, Strand, London, W.C.2.



# THE NOMINAL CAPITAL

OF

Mombasa Estates

Limited,

is £ 100, divided into one hundred

Shares of one pound each

Signature <sup>(1)</sup>

W. D. Loring Sinclair

Officer

Director

Dated the 14<sup>th</sup> May day of

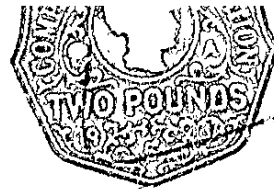
1937

<sup>(1)</sup> This Statement should be signed by a Director, Secretary or other authorised officer of the Company.

NOTE: This margin is reserved for binding and must not be written across.



328020



THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES.

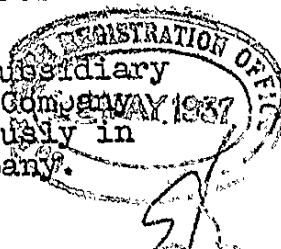
## Memorandum of Association

MOUNTVIEW ESTATES LIMITED

REGISTERED

21 MAY 1937

1. The name of the Company is "MOUNTVIEW ESTATES LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) To acquire by purchase, lease, exchange or otherwise, land, buildings and hereditaments of any tenure or description, and any estate or interest therein, and any rights over or connected with land, and to turn the same to account as may seem expedient, and in particular by preparing building sites, and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining offices, flats, houses, factories, stores, warehouses, shops, wharves, buildings, works and conveniences of all kinds, and by consolidating or connecting or sub-dividing properties, and by leasing and disposing of the same.
  - (b) To sell any freehold or leasehold property of the Company, or to let the same on lease or on tenancy for any term of years, and to manage land, buildings and other property, whether belonging to the Company or not, and to collect rents and income, and to supply to lessees, tenants and occupiers and others, refreshments, attendance, messengers, light, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, garages, stables and other advantages.
  - (c) To purchase, advance upon, and otherwise deal with reversionary, contingent, and other interest in real and personal property.
  - (d) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.



- (e) - To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (f) To receive moneys on deposit, account current, or otherwise, with or without allowance of interest, and to receive on deposit title deeds and other securities.
- (g) To buy, make advances on, or sell all descriptions of freehold, leasehold, or other properties, and all descriptions of produce or merchandise, and stocks, shares, bonds, mortgages, debentures, or obligations.
- (h) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (i) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (j) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (k) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (l) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.
- (m) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or

securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.

- (n) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (o) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (p) To acquire and hold, sell, mortgage, or deal with the Shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (q) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (r) To promote any company to acquire the whole or any part of the assets or liabilities of this Company or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such Company.
- (s) To promote or assist, financially or otherwise, any fund for the benefit, wholly or in part, of employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (t) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of Shares or not.
- (u) To pay for any property or assets acquired by or services rendered or to be rendered to the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (v) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.

(w) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.

(x) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.

(y) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.

(z) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.

(aa) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.

(bb) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

(cc) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100, divided into One hundred Shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued Shares, any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 3 of Table "A" in the First Schedule to the Companies Act, 1929.



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.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
W. D. Lowmy Sinclair 25, Makepeace Avenue, London, N. 6. Certified Accountant	6 or Share
Frank P. Sinclair. 25. Makepeace Avenue. London. N. 6. Surveyor.	One Share.

DATED the 14<sup>th</sup> day of May 1937.

WITNESS to the above Signatures:-

W. White  
22 Deringhall Street  
E.C. 2  
Chartered Accountant



(6)



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

MOUNTVIEW ESTATES LIMITED.

REGISTERED

21 MAY 1937

PRELIMINARY.

1. Subject as hereinafter provided, the regulations in Table "A" in the First Schedule to the Companies Act, 1929, (hereinafter referred to as "the Act"), shall apply to the Company.

2. The Company is registered as a Private Company within the meaning of Section 26 of the Act, and accordingly :-

- (A) The right to transfer Shares is restricted in manner hereinafter provided.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single Member.
- (C) Any invitation to the Public to subscribe for any Shares or debentures of the Company within the meaning of Section 380 of the Act is prohibited.

SHARES.

3. Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any Shares

704



either at par or at a premium during such time and for such consideration as the Directors think fit.

4. The following provisions shall have effect and shall be added after Clause 6 of Table "A" viz :-

(1) The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares in the Company, or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any Shares in the Company, but so that the amount or rate of commission shall not exceed 10 per cent. of the price at which the Shares are issued. Any such commission may be paid in cash or Shares. The Company shall deliver to the Registrar of Companies a statement as required by Section 43 of the Act and shall otherwise comply with that Section and with Sections 44 and 108 and (where necessary) with Section 42.

(2) The Company shall not be bound to recognise or take notice of any interest or claim of any kind in or to any share, other than the ownership of the registered holder for the time being, and the Company shall be entitled to treat such ownership as absolute notwithstanding notice to the contrary.

#### LIEN.

5. The Company shall have a lien on every Share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause 7 of Table "A" the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted; and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor.

#### CALLS ON SHARES.

6. In Clause 11 of Table "A" the words "provided that no call shall exceed one fourth of the nominal amount of the Share or be payable at less than one month from the last call" shall be omitted.

#### TRANSFER AND TRANSMISSION OF SHARES.

7. The following provision shall have effect and shall be added after Clause 18 of Table "A", viz :-

18.(A) Any Share may be transferred by a Member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a Member of the Company. Any Share may also be transferred by the person entitled to transfer the same to the Trustees of the Will of a deceased member or to a new Trustee for the purpose of effectuating the appointment of a new trustee or to the legatee or next-of-kin of a deceased Member or to a beneficiary under a trust created by a deceased Member.

8. The Directors may in their absolute discretion and without giving any reason decline to register any transfer of Shares, whether fully paid or not, to any person of whom they do not approve, not being already a Member of the Company and not being a transferee under Clause 7 hereof. Clause 19 of Table "A" shall be modified accordingly.

#### CONVERSION OF SHARES INTO STOCK.

9. Clauses 30 to 33 inclusive of Table "A" shall not apply.

#### GENERAL MEETINGS.

10. In Clauses 39 and 41 of Table "A" the words "one Member" shall be substituted for the words "two Members".

#### PROCEEDINGS AT GENERAL MEETINGS.

11. Two Members personally present shall form a quorum and accordingly in Clause 45 of Table "A" the word "two" shall be substituted for the word "three".

12. One Member may demand a poll and Clause 50 of Table "A" shall be deemed to be altered and modified accordingly.

#### DIRECTORS.

13. Clause 64 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz :-

64. The number of Directors shall not be less than two nor more than five, but the Company in General Meeting may reduce or increase these limits. The first Directors shall be Walter Duncan Irving Sinclair and Frank Peter Sinclair, and they shall be Directors as long as they respectively shall live, subject to the provisions of Clause 15 hereinafter contained.

#### POWERS AND DUTIES OF DIRECTORS.

14. Clause 69 of Table "A" shall not apply, and the following clause shall be substituted therefor :-

69. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may secure the repayment of the same by mortgage or charge upon the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue bonds, debentures or debenture stock (perpetual or redeemable) either charged upon the whole or any part of the assets of the Company or not so charged.

#### DISQUALIFICATIONS OF DIRECTORS.

15. Clause 72 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

72. The office of Director shall be vacated if the Director :-

- (A) Fails to obtain his qualification within one month from the date of his appointment or thereafter ceases at any time to hold his qualification.
- (B) Becomes bankrupt or suspends payment or compounds with his creditors.
- (C) Becomes prohibited from being a Director by reason of any Order made under Sections 217 or 275 of the Act.
- (D) Is found lunatic or becomes of unsound mind.
- (E) Resigns his office by notice in writing to the Company.

Provided that any Director may make or be interested in any contract or arrangement with the Company as if he were not a Director, and shall not be liable to account for any profit arising out of such contract or arrangement. Provided nevertheless that such Director shall disclose the nature of his interest in any contract or arrangement or proposed contract or arrangement in manner provided by Section 149 of the Act. And no Director shall vote upon any contract or arrangement in which he is interested or any question arising thereon, nor shall he be counted towards the necessary quorum of Directors. But the prohibition upon voting or being counted towards the necessary quorum shall not apply to any contract or arrangement for giving any indemnity or security to any Director for money lent to the Company or for any liability incurred in any way on behalf of or for the benefit of the Company nor to the allotment or issue of shares or debentures or debenture stock to a Director.

16. A Director may hold any position or office of profit under the Company in addition to his Directorship except that of Auditor, and the terms and conditions of his employment may be fixed by the Board.

#### ROTATION OF DIRECTORS.

17. In Clause 73 of Table "A" the words "the whole of the Directors shall retire from office" shall be deleted.

#### PROCEEDINGS OF DIRECTORS.

18. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed shall be two. Clause 82 of Table "A" shall be deemed to be modified accordingly.

19. A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors, or all the members of a committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such committee, as the case may be.

INDEMNITY.

20. Every Director or other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in paragraph C of the proviso to Section 152 of the Companies Act, 1929), which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section.

ACCOUNTS.

21. Clause 101 of Table "A" shall not apply.

NOTICES.

22. Clause 104 of Table "A" shall be deleted and the following substituted therefor :-

104. Notices may be served on Members who have no registered address in the United Kingdom and who have not notified an address within the United Kingdom for the giving of notices to them, by exhibiting the same in the window of the Company's Registered Office for twenty-four hours, at the expiration of which period it shall be deemed to have been served upon them.

SECRETARY.

23. The Directors shall have power to remove any Secretary and to appoint a substitute and may at any time appoint a person to act temporarily as substitute for the Secretary, and such person shall while so acting, be deemed to be the Secretary of the Company.

## Names, Addresses and Descriptions of Subscribers.

W. D. Irving Sinclair  
 25, Makepeace Avenue,  
 London, N. 6.  
 Certified Accountant

Frank P. Sinclair.  
 25. Makepeace Avenue  
 London. N. 6.  
 Surveyor.

DATED the 14<sup>th</sup> day of May 1937.

WITNESS to the above Signatures :-

R. S. Clark

22 Ransghall Street  
 E.C. 2.

Chartered Accountant

The Registrar,  
Joint Stock Companies:

WE HEREBY CERTIFY that  
these Articles of Association  
were Produced by the method of  
Lithographic Printing Process  
as explained in our letter of  
29th January 1927. Your  
Reference 166/1927.

LEWIS, COATES & LUCAS, LIMITED

*Harley H. Lucas*  
.....  
DIRECTOR.



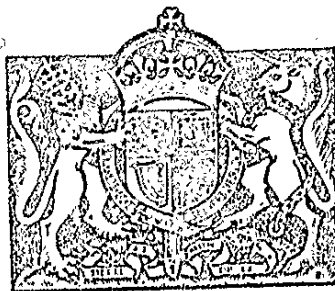
COMPANY LIMITED BY SHARES.

Memorandum  
AND  
Articles of Association  
OF  
Mountview Estates Limited

Incorporated the      day of      1937.

DUPLICATE FOR THE FILE.

No. 328020



# Certificate of Incorporation

I Hereby Certify,

That

MOUNTVIEW ESTATES LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this twenty-first day of May One

Thousand Nine Hundred and thirty-seven.

*W A McKenna*

Registrar of Companies.

Certificate  
received by

*W A McKenna*

*22 Southampton Row E.C.2*

Date 22<sup>nd</sup> May 1927