

No. OF COMPANY

567299 /

[C.F. 41]

THE COMPANIES ACT, 1948.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance with the requirements of the Companies Act, 1948, on application for Registration of a Company.

Pursuant to Section 15 (2)

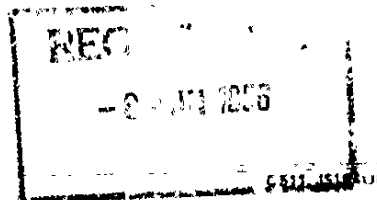
(SEE FOOTNOTE OVERLEAF.)

NAME OF

COMPANY

A. I. ALSTON AND COMPANY, LIMITED.

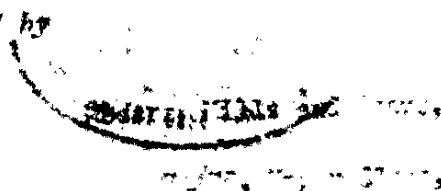
AT, No. C.F. 41.



JORDAN & SONS,
LIMITED

Company Registration Agents, Printers and Publishers
116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by



252

I, REGINALD WILLIAM EADES

of 74/75, Upper Close in the City of Norwich

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court
engaged in the formation] [~~an expert named in the Articles of Association as a~~
Director/Secretary],

of

A. L. ALSTON AND COMPANY, LIMITED,

And that all the requirements of the Companies Act, 1948, 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 72, The Close in the
City of Norwich.

the 29th day of May

One thousand nine hundred and fifty-six

before me,

[Signature]
A Commissioner for Oaths (b)

NOTE.

Section 15 of The Companies Act, 1948.

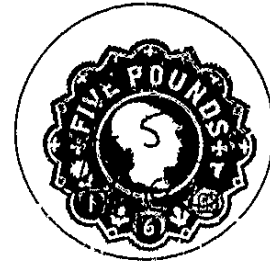
15. — (1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court (and in Scotland by a Solicitor engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company) of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

No. OF COMPANY.....567299

[C.A. 25]

COMPANY LIMITED BY SHARES.



Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of the Nominal Capital

made pursuant to Sec. 112, Stamp Act, 1891.

(NOTE.— The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Sec. 41, Finance Act, 1933.)

NAME OF

COMPANY.....

.....A. L. ALSTON AND COMPANY,.....

LIMITED.

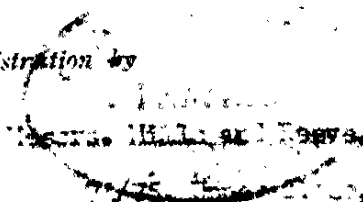
This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

CAT. No. C.A. 25.

JORDAN & SONS,
LIMITED

*Company Registration Agents, Printers & Publishers,
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.*

Presented for registration by



The Nominal Capital

of

A. I. ALSTON AND COMPANY,

LIMITED,

is £1,000., divided into 1,000 shares of £1.

each.

Signature


(R. W. Enders)

Description

10/11/56

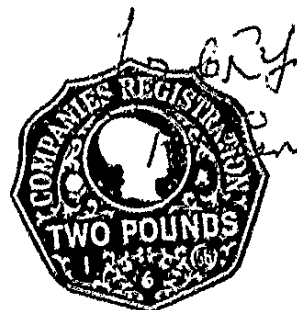
Date 29th. May, 1956.

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

567299



The Companies Act, 1948.



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

A. L. ALSTON AND COMPANY, LIMITED

1. The Name of the Company is "A. L. ALSTON AND COMPANY, 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 carry on business as farmers, poultry farmers, agriculturists, horticulturists, tomato growers, fruit, vegetable and potato growers, nurserymen, market gardeners, horse and cattle breeders and dealers, and dealers in animals of every kind, graziers, dairymen, hay and straw dealers, seedsmen, corn and flour dealers, butchers and producers and importers of, and dealers in, milk, cream, butter, cheese, eggs, poultry, fruit, vegetables, potatoes, honey, jam, meats, groceries, provisions, and agricultural and garden produce of every description.

(B) To carry on business as agricultural contractors, threshing and cultivation contractors, harvesters, general contractors, agricultural machine proprietors, builders and contractors, painters, decorators, plumbers, agricultural, mechanical and general engineers, coal, coke and fuel merchants, haulage contractors, carriers of passengers and goods, motor car, coach and lorry proprietors, and proprietors of garages and service stations.

31 MAY 1956

- (c) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (d) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (e) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (f) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (g) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To 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 mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (o) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (p) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (s) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employes, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.
- (t) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (v) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (w) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or place.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is One Thousand Pounds, divided into One Thousand Shares of One Pound each.

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.
<p> <i>Name Millicent Stringer</i> <i>13. The Towers.</i> <i>Barrow Hill.</i> <i>Norwich.</i> <i>Solicitor's Secretary.</i> </p>	<p>One</p>
<p> <i>Doris May Hardy</i> <i>274, Bluebell Road.</i> <i>Earlham.</i> <i>Norwich.</i> <i>Solicitor's Secretary.</i> </p>	<p>One</p>

Dated the 29th day of *May*, 1956.

Witness to the above Signatures:—



567299



The Companies Act, 1948.

COMPANY LIMITED BY SHARES

Articles of Association

OF

A. L. ALSTON AND COMPANY, LIMITED

PRELIMINARY.

1. The Company is a Private Company and the regulations contained in Part I and Part II of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say Clauses 24 and 53 in Part I of Table A shall not apply to the Company but in lieu thereof and in addition to the remaining Clauses in Table A the following shall be the regulations of the Company.

SHARE CAPITAL AND SHARES.

2. The original Share Capital of the Company is One Thousand Pounds divided into One Thousand Shares of One Pound each.

3. The Shares shall be under the control of the Directors who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS.

5. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

6. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

DIRECTORS.

7. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

8. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP.

9. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

Mrs Millicent Stringer
 13. The Towers.
 Carrow Hill.
 Norwich.
 Solicitor's Secretary.

Doris May Hardy.
 274, Bluebell Road.
 Earlham.
 Norwich.

Solicitor's Secretary.

Dated the 29th day of May, 1956

Witness to the above Signatures:—

DUPLICATE FOR THE FILE

No. 567299



Certificate of Incorporation

I Hereby Certify That

A. L. ALSTON AND COMPANY, LIMITED.

is this day Incorporated under the Companies Act, 1948. and that the
Company is Limited.

Given under my hand at London this **Eighth** day of

June

One Thousand Nine Hundred and Fifty **six.**

W. J. Mann
Registrar of Companies

Certificate
received by

Date

No. OF COMPANY 567,290

THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

(COPY)

Special Resolutions

(Pursuant to The Companies Act, 1948, Sections 61 and 141)

OF

A. L. ALSTON AND COMPANY, LIMITED

Passed the 14th day of May, 1957

REGISTERED

5 JUN 1957

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Green Farm, E. Tuddenham, on the 14th day of May, 1957, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

- "(a) That the Share Capital of the Company be increased from £1,000 (divided into One Thousand Ordinary Shares of One Pound each) to £10,000 by the creation of 9,000 Preference Shares of One Pound each.
- (b) The said Preference Shares shall confer a right to a fixed cumulative preferential dividend at the rate of 5% per annum on the Capital for the time being paid up thereon and a right in winding up to payment off of Capital and arrears of dividends whether declared or undeclared and whether there shall or shall not have been profits available for the purpose of such dividends at the commencement of the winding up, in priority to the Ordinary Shares and shall not confer any further rights of participation in profits or assets.
- (c) The said Preference Shares shall not confer on the Holders thereof any right to receive notice of or to be present or to vote at any General Meeting of the Company by virtue of or in respect of their holdings of Preference Shares unless at the date of such Meeting the said fixed Cumulative Preferential Dividend shall be at least three calendar months in arrear, or unless a Resolution is proposed affecting the rights or privileges of the Holders of Preference Shares or to wind up the Company, and the application of Article 62 of Table A shall be modified accordingly."

James L. Alston

Chairman

JORDAN & SONS, LIMITED

COMPANY SECRETARIES, 15, ABchurch Lane, LONDON, E.C. 4A

5 JUN 1957

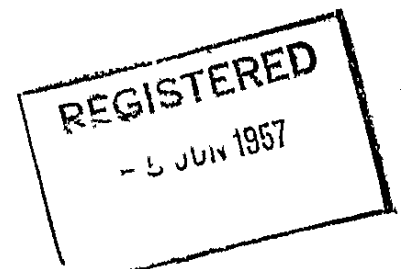
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9
O. OF COMPANY 567299.



THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital

Pursuant to Section 63.



NAME OF
COMPANY

A. L. ALSTON AND COMPANY,

LIMITED.

CAT. No. C.F. 10.

P138 S2108(c)

SHAW & SONS
LIMITED

Law Stationers and Company Registration Agents

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

Presented by

Shaw & Sons Limited

By the Secretary



Notice of Increase in Nominal Capital.

to the REGISTRAR OF COMPANIES.

A. L. ALSTON AND COMPANY, LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) Special Resolution of the Company dated the 14th day of May 1957 the nominal Capital of the Company has been increased by the addition thereto of the sum of £9,000 beyond the registered Capital of £1,000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
9,000	Preference	£1.

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

The said Preference Shares confer a fixed Cumulative Preferential Dividend of 5% per annum and priority as to return of Capital and Income in a winding up but do not confer any further rights of participation in profits or assets.

The said Preference Shares confer no right to notice of or to vote at General Meetings unless the Preference Dividend is 3 months in arrear or their rights are affected or a resolution proposed to wind up.

All of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature)

A. L. Alston

(State whether Director, or Secretary)

Secretary

Dated the

15th

day of

May

1957

(Ordinary, Extraordinary, or Special)
(By the Board)

This margin to be reserved for binding.

COMPANY LIMITED BY SHARES.



Inland Revenue Duty Stamp to be impressed here.

Statement of Increase of the Nominal Share Capital.

The Nominal Share Capital of

A. L. ALSTON AND COMPANY, LIMITED,

has been increased by the addition thereto of the sum of
 five thousand Pounds, divided into . . . 9000 Preference Shares
 of £1. each, and ~~shares of~~ each
 beyond the Registered Share Capital of One thousand Pounds.

*Signature

A. L. Alston

Description Secretary.

Dated 15th May 1957

*This Statement must be signed by the Manager or by the Secretary of the Company

REGISTERED
 - 5 JUN 1957

NOTE.

This Statement has to be registered with the Notice of Increase in the Nominal Capital required under Section 63 of The Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, Interest on the duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable.

STAT. NO. C.F. 26A.

PA 51056 E1

SHAW & SONS
 LIMITED

Law Stationers and Company Registration Agents
 7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

Presented by