

Number of  
Company

904422

## THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

J. BARROW HOPE & CO. (NORTHERN)  
LIMITED

REGISTERED  
24 APR 1967

Presented by

Document Filer's Reference DHT/PJN

Clifford-Turner & Co.,

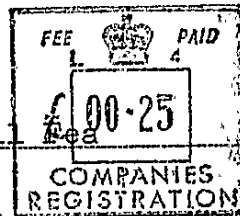
11 Old Jewry,

London, E.C.2.

Form No. 41  
(The filing fee is 5s.)

The Solicitors' Law Stationery Society, Limited  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



I, James Michael Grindall  
of 11 Old Jewry London E.C.2.

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") 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 Solicitor

of the Supreme Court engaged in the formation

of

J. Barrow Hope & Co. (Northern) / 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.

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

Declared at

6 Old Jewry

in the City of London

the 19th day of April

one thousand nine hundred and sixty-  
seven

Before me,

[Signature]

Sm 6 Feb



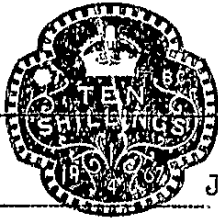
Number of  
Company

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19  
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# STATEMENT OF THE NOMINAL CAPITAL

OF



J. BARROW HOPE & CO. (NORTHERN) ✓

LIMITED

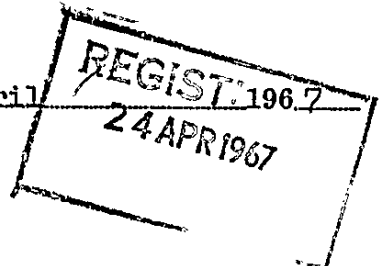
Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

THE NOMINAL CAPITAL of the above named Company is £ 100

Signature Clifford-Turner & Co.

Description Solicitors

dated the 19<sup>th</sup> day of April



NOTES.—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 document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Document Filer's Reference DHT/PJN

Clifford-Turner & Co.,

11 Old Jewry, London, E.C.2.

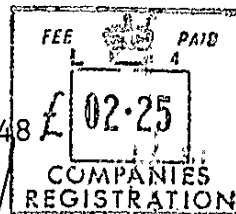
Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

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THE COMPANIES ACT, 1948



904422 3

COMPANY LIMITED BY SHARES.



## Memorandum of Association

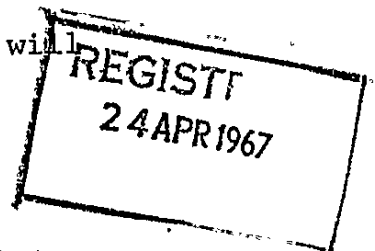
OF

### J. BARROW HOPE & CO. (NORTHERN) LIMITED

1. The Name of the Company is "J. BARROW HOPE & CO. (NORTHERN) LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The Objects for which the Company is established are:-

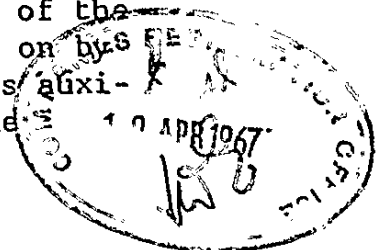


(A) To hold stocks, funds, shares, securities, or other investments, property or rights (including, without prejudice to the generality of the foregoing) hereditaments and tenements both real and leasehold and equitable interests of every kind as well as chattels.

(B) To vary and transpose such investments as aforesaid.

(C) To acquire any such stocks, shares, securities or other investments, property or rights by original subscription, syndicate participation, tender, purchase, exchange or otherwise, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof.

(D) To carry on any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as auxiliary to the general business of the Company.



- (E) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having, or about to have, dealings with the Company.
- (F) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (G) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (H) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (I) To apply for, or join in applying for, 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, registered 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 and testing and making researches, and in improving or seeking to

improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (J) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any employees of the Company, including in such case if thought fit the conferring of a participation in the management or its directorate, or with any company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any company special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company. And to lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (K) To subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.
- (L) To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (M) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking,

placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.

- (N) Generally to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (O) To receive money on deposit upon such terms as the Company may approve.
- (P) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (Q) To lend money with or without security, but not to carry on the business of a registered money lender.
- (R) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (S) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (T) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other obligations of any other company having objects altogether or in part similar to those of this Company.

- (U) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (V) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid-up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (W) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (X) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person (including any Directors or former Directors) who may have served the Company or its predecessors in business, or any subsidiary allied or associated company or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of or persons employed by the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.



5.  
div
- (Y) To obtain any Provisional Order or Act of Parliament 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 purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
  - (Z) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
  - (AA) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
  - (BB) To distribute any of the property of the Company in specie among the shareholders.
  - (CC) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
  - (DD) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

And it is hereby declared that the word "company" in this clause shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. . . The Share Capital of the Company is £100 ✓  
divided into 100 shares of £1 each.

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 Shares taken by each Subscriber.
<p><i>Philip N. Smith</i> 11, Old Jewry, London, E.C.2. <i>Manager's Clerk.</i></p> <p><i>George Courne</i> 11, Old Jewry, London, E.C.2. <i>Solicitor's Clerk</i></p>	<p><i>One</i></p> <p><i>One</i></p>

DATED the 19<sup>th</sup> day of April, 1967.

WITNESS to all the above Signatures:-

*R. W. - Clarke*

11, Old Jewry,

London, E.C.2.

*Solicitor's Attached Clerk*

904422/4

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



## Articles of Association

OF

**J. BARROW HOPE & CO.  
(NORTHERN) LIMITED**

REGISTERED  
24 APR 1967

1. The regulations contained in Part II of Table "A" in the First Schedule to the Companies Act, 1948, shall apply to the Company save insofar as they are excluded or modified hereby.

2. 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 does 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.

3. The Subscribers to the Memorandum of Association of the Company shall be entitled to attend and vote at general meetings of the Company and to appoint one or more proxies to attend and vote in their stead.

4. Any proxy or proxies appointed pursuant to Article 3 or otherwise may vote on a show of hands as well as on a poll.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

*Philip W. Nankin*

11, Old Jewry,  
London, E.C.2.

*Manager's Clerk*

*Georgina*

11, Old Jewry,  
London, E.C.2.

*Solicitor's Clerk*

DATED this 19<sup>th</sup> day of April, 1967.

WITNESS to the above Signatures:-

*R.W. Clarke*

11, Old Jewry,  
London, E.C.2.

*Solicitor's Articled Clerk*

C. 173

DUPLICATE FOR THE FILE.

No. 904422



## Certificate of Incorporation

I Hereby Certify that

J. BARROW HOPE & CO. (NORTHERN) LIMITED

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

Given under my hand at London this TWENTY-FOURTH DAY OF APRIL  
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

*L.S. Whitfield*

Assistant Registrar of Companies.

Certificate  
received by

*Clifford James*

Date

*24-4-67*