



THE COMPANIES ACTS 1948 TO 1981

Form No 41a

# Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

# 41a

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold block lettering

\*Insert full name of company

For official use

Company number

Name of company

HACKREMCO (No.150) Limited

I, DENNIS ALAN CHATTERWAY

of Barrington House, 59-67 Gresham Street, London, EC2V 7JA

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am the Secretary named in the Statement delivered under Section 21 of the Companies Act 1976  
of Hackremco (No.150) Limited

and that all the requirements of the Companies Acts 1948 to 1981 in respect of the registration of the said company and of matters precedent 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 Barrington House, 59-67 Gresham Street  
London. EC2V 7JA

Signature of Declarant

the 9th day of February

One thousand nine hundred and eighty-four

before me

[Signature]  
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

D. A. Chatterway.

Presentor's name, address and reference (if any):

LINKLATERS & PAINES (DHC)  
Barrington House,  
59/67 Gresham Street,  
London. EC2V 7JA

For official use

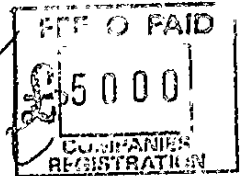
New companies section

Post room

1796064

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The Companies Acts 1948 to 1981

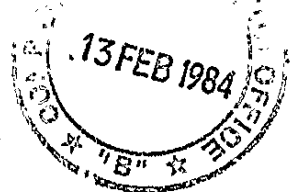


COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION

OF

HACKREMCO (NO.150) LIMITED



1. The name of the Company is "HACKREMCO (NO.150) 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 all or any of the businesses of manufacturers, importers, exporters, wholesalers, retailers, buyers, sellers, distributors and shippers of, and dealers in any products, goods, wares, merchandise and produce of any kind, general merchants and traders, cash, discount, mail order and credit traders, manufacturers' agents and representatives, insurance consultants and brokers, estate agents, mortgage brokers, financial agents, consultants, managers and administrators, hire purchase and general financiers; to participate in, undertake, perform and carry on all types of commercial, industrial, trading and financial operations and enterprises and all kinds of agency business; to carry on all or any of the businesses of marketing, business and management consultants, advertising agents, printers and publishers; railway, shipping and forwarding agents, storekeepers, warehousemen, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor or other vehicles, craft, plant, machinery, tools and equipment of all kinds.

(B) To carry on any other business of any nature whatsoever which may seem to the Directors to be capable of being conveniently carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view to rendering profitable or more profitable any of the Company's assets or utilising its know-how or expertise.



- (C) To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (D) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.
- (E) To purchase, or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.
- (F) To build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plants, factories, wharves, jetties, roads, warehouses, depots, offices and other buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.
- (G) To amalgamate or enter into partnership or any joint venture or profit-sharing arrangement or other association with any company, firm or person.
- (H) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (I) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.
- (J) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.
- (K) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.

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- (L) To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.
- (M) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- (N) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully, or partly paid up.
- (O) To procure the registration or incorporation of the Company in or under the laws of any territory outside England.
- (P) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.
- (Q) To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.


- (R) To establish or contribute to any scheme for the acquisition by trustees of shares in the Company or its holding company to be held by or for the benefit of employees (including any director holding a salaried employment or office) of the Company or (so far as for the time being permitted by law) any of the Company's subsidiaries and to lend money (so far as aforesaid) to any such employees to enable them to acquire shares of the Company or its holding company and to formulate and carry into effect any scheme for sharing profits with any such employees.
- (S) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.
- (T) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.
- (U) To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur 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
<i>Sylvia C. Ladd</i> Barrington House, 59-67 Gresham Street, London EC2V 7JA.  Secretary.	One  /
 Barrington House, 59-67 Gresham Street, London EC2V 7JA.  Secretary.	One  /
Total Shares taken:	Two

DATED the 9th day of FEBRUARY 1984.

WITNESS to the above Signatures:-

*K. P. Grant*

Barrington House,  
59-67 Gresham Street,  
London EC2V 7JA.

Secretary.

The Companies Acts 1948 to 1981

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C O M P A N Y L I M I T E D B Y S H A R E S

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ARTICLES OF ASSOCIATION

OF

HACKREMCO (NO.150) LIMITED

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PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (as amended) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations are to regulations in Part I of the said Table A unless otherwise stated. The regulations in any Table A applicable to the Company under any former enactment relating to companies shall not apply.

SHARE CAPITAL

2. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

3. Subject to Section 14 of the Companies Act 1980, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 17(1) of the Companies Act 1980 shall not apply.

4. Subject to the provisions of and so far as may be permitted by law, the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder and may purchase its own shares (including any redeemable shares) and may make any payment for any such purpose otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares or otherwise as permitted by law. Regulation 3 shall not apply.

#### TRANSFER OF SHARES

5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 shall be modified accordingly.

6. Subject to the provisions of regulation 24 any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

7. The Company shall not charge transfer or registration fees. References to fees in regulations 25 and 28 shall be disregarded.

#### PROCEEDINGS AT GENERAL MEETINGS

8. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 58 shall be modified accordingly.

9. Any instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Such instrument (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the Chairman of the meeting) on the day and at the place of the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulations 69, 70 and 71 shall not apply.

10. A resolution in writing signed by the holders of the whole of the issued Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

## DIRECTORS

11. Subject as hereinafter provided and save that at any time a body corporate may be a sole Director of the Company the Directors shall not be less than two in number. The first Director shall be Hackwood Service Company. The Company may by Ordinary Resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors. Regulation 75 shall not apply.

12. A Director shall not be required to hold any share of the Company by way of qualification. Regulation 77 shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

13. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 76 shall not apply.

14. In regulation 79 the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.

15. A Director may be a party to or in any way interested in any contract or arrangement or transaction to which the Company is a party or in which the Company is in any way interested. A Director may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him

thereunder or in consequence thereof. Regulation 84, other than paragraph (1) thereof, shall not apply.

16. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 shall be modified accordingly.

17. The office of a Director shall be vacated in any of the events specified in regulation 88 save that paragraph (f) of such regulation shall not apply. The office of a Director shall also be vacated if he shall in writing offer to resign and the Directors shall resolve to accept such offer.

18. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 and the second sentences of regulations 95 and 97 shall not apply.

19. The Directors may delegate any of their powers or discretions to committees consisting of one or more members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 102 shall not apply.

20. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more of the Directors. Regulation 106 shall not apply.

21. Regulations 107 to 109 shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

#### ALTERNATE DIRECTORS

22. (A) Any Director may at any time by writing under his hand and deposited at the registered office, or delivered at a meeting of the Directors, appoint any person (including another Director) to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved. The same person may be appointed as the alternate Director of more than one Director.

84, other

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).

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(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

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(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

#### NOTICES

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23. Any notice or document (including a share certificate) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid cover addressed to such member at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notice, or by delivering it to such address addressed as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of twenty four hours (or, where second-class mail is employed, forty eight hours) after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted. Regulation 131 shall not apply.

## INDEMNITY

24. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 136 shall not apply.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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*Sylvia C. Puckett*  
Barrington House,  
59-67 Gresham Street,  
London, EC2V 7JA.

Secretary

*[Signature]*

Barrington House,  
59-67 Gresham Street,  
London, EC2V 7JA.

Secretary

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DATED the 9th day of FEBRUARY 1984.

WITNESS to the above Signatures:-

*K. P. Grant*

Barrington House,  
59-67, Gresham Street,  
London, EC2V 7JA.

Secretary



## THE COMPANIES ACTS 1948 TO 1981

# Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not  
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Please complete  
legibly, preferably  
in black type,  
bold block lettering

To the Registrar of Companies

For official use

1796064

\* delete if  
inappropriate

Name of Company

HACKREMCO (No. 150)

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below

Barrington House,

59/67 Gresham Street,

London. EC2V 7JA

If the memorandum is delivered by an agent for the subscribers of  
the memorandum please mark 'X' in the box opposite and insert the  
agent's name and address below

X

LINKLATERS &amp; PAINES

Barrington House, 59/67 Gresham Street,

London. EC2V 7JA

Number of continuation sheets attached (see note 1)

Presenter's name, address and  
reference (if any):

LINKLATERS & PAINES (DHC)  
Barrington House  
59/67 Gresham Street  
London. EC2V 7JA

For official use

General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this binding margin



**Important**  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	Business occupation	
HACKWOOD SERVICE COMPANY	LIMITED COMPANY	
Previous name(s) (note 3)	Nationality	
-	REGISTERED IN U.K.	
Address (note 4) Barrington House	Date of birth (where applicable) (note 6)	
59/67 Gresham Street	-	
London. EC2V 7JA		
Other directorships †		
Hackremco (No.122) Limited	Hackremco (No.140) Limited	
Hackremco (No.132) Limited	<del>Hackremco (No.143) Limited</del>	
Hackremco (No.136) Limited	Hackremco (No.148) Limited	
Hackremco (No.139) Limited		
I hereby consent to act as director of the company named on page 1 For and on behalf of		
Signature Hackwood Service Company <i>[Signature]</i>		Date 9th February 1984

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature	Date

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Important  
The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	DENNIS ALAN CHATTERWAY
Previous name(s) (note 3)	-
Address (notes 4 & 7)	8 Stracey Road, Forest Gate, London. E7 OHG
I hereby consent to act as secretary of the company named on page 1	
Signature	D. A. Chatterway, Date 9th February 1984

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

\* as required by  
section 21(3) of  
the Companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

† delete as  
appropriate

Signature Likhten & Paine [Subscriber] [Agent]† Date 9th February 1984

Signature \_\_\_\_\_ [Subscriber] [Agent]† Date \_\_\_\_\_

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## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

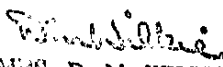
No. 1796064

I hereby certify that

HACKREMCO (NO.150) LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 29TH FEBRUARY 1984

  
MRS. D. M. WILKIE

an authorised officer

12/6  
11/4  
Company Number: 1796064  
THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

HACKRENCO (NO. 150) LIMITED

PASSED the 27th day of March 1984

AT an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at the Registered Office of the Company on the 27th day of March 1984, the following SPECIAL RESOLUTION was duly passed:

RESOLUTION

That with effect from the date on which an altered Certificate of Incorporation is issued by the Registrar the name of the Company be and is hereby changed to:

"Q.I. HOTELS (U.K.) LIMITED"

*D. A. Chatterjee*  
Secretary



G21NHH0008M4

LINKLATERS & PAINES  
BARRINGTON HOUSE,  
69-67, GRESHAM STREET,  
LONDON EC2V 7JA  
TEL 01 606 7080

NHH

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1796064

I hereby certify that

HACKREMCO (NO. 150) LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

Q.I. HOTELS (U.K.) LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 13TH APRIL 1984

A handwritten signature in dark ink, appearing to read 'P. C. Coates'.

P. C. COATES

an authorised officer

No. 1796064

*Linklaters & Paines*  
LINKLATERS & PAINES

13  
THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

Q. I. HOTELS (U.K.) LIMITED

Incorporated the 29th day of February, 1984

LINKLATERS & PAINES,  
Barrington House,  
59-67, Gresham Street,  
LONDON, EC2V 7JA.



No. 1796064



## **Certificate of Incorporation**

on Change of Name

I hereby certify that HACKREMCO (NO.150) LIMITED  
having by special resolution changed its name, is now  
incorporated under the name of Q. I. HOTELS (U.K.) LIMITED.

Given under my hand at the Companies Registration  
Office, Cardiff, the 13th April, 1984.

P. A. COATES

an authorised officer



**Certificate of Incorporation**  
OF A PRIVATE LIMITED COMPANY

No. 1796064

I hereby certify that

HACKREMCO (NO. 150) LIMITED

is this day incorporated under the Companies Act 1948 to 1981 as a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 29th February 1984

MRS. D.M. WILKIE

an authorised officer

The Companies Acts 1948 to 1983

C O M P A N Y   L I M I T E D   B Y   S H A R E S

MEMORANDUM OF ASSOCIATION

OF

Q. I. HOTELS (U.K) LIMITED

1. The name of the Company is "Q. I. HOTELS (U.K.) 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 all or any of the businesses of manufacturers, importers, exporters, wholesalers, retailers, buyers, sellers, distributors and shippers of, and dealers in any products, goods, wares, merchandise and produce of any kind, general merchants and traders, cash, discount, mail order and credit traders, manufacturers' agents and representatives, insurance consultants and brokers, estate agents, mortgage brokers, financial agents, consultants, managers and administrators, hire purchase and general financiers; to participate in, undertake, perform and carry on all types of commercial, industrial, trading and financial operations and enterprises and all kinds of agency business; to carry on all or any of the businesses of marketing, business and management consultants, advertising agents, printers and publishers; railway, shipping and forwarding agents, storekeepers, warehousemen, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor or other vehicles, craft, plant, machinery, tools and equipment of all kinds.
  - (B) To carry on any other business of any nature whatsoever which may seem to the Directors to be capable of being conveniently carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view to rendering profitable or more profitable any of the Company's assets or utilising its know-how or expertise.

Note: The company was incorporated with the name Hackramc (No.150) Limited which was changed to Q.I. Hotels (U.K.) Limited pursuant to a Special Resolution of the company passed on 26th January, 1984.

- (C) To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (D) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.
- (E) To purchase, or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.
- (F) To build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plants, factories, wharves, jetties, roads, warehouses, depots, offices and other buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.
- (G) To amalgamate or enter into partnership or any joint venture or profit-sharing arrangement or other association with any company, firm or person.
- (H) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (I) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.
- (J) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.
- (K) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.

- (L) To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.
- (M) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- (N) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully, or partly paid up.
- (O) To procure the registration or incorporation of the Company in or under the laws of any territory outside England.
- (P) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.
- (Q) To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.

- (R) To establish or contribute to any scheme for the acquisition by trustees of shares in the Company or its holding company to be held by or for the benefit of employees (including any director holding a salaried employment or office) of the Company or (so far as for the time being permitted by law) any of the Company's subsidiaries and to lend money (so far as aforesaid) to any such employees to enable them to acquire shares of the Company or its holding company and to formulate and carry into effect any scheme for sharing profits with any such employees.
- (S) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.
- (T) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.
- (U) To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur 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
Sylvia Grace Ladd, Barrington House, 59-67 Gresham Street, London EC2V 7JA.  Secretary.	One
Doretta Frances Holloway, Barrington House, 59-67 Gresham Street, London EC2V 7JA.  Secretary.	One
Total Shares taken:	Two

DATED the 9th day of February 1984.

WITNESS to the above Signatures:-

K.P. Grant,  
Barrington House,  
59-67 Gresham Street,  
London EC2V 7JA.

Secretary.

The Companies Acts 1948 to 1983

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C O M P A N Y L I M I T E D B Y S H A R E S

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ARTICLES OF ASSOCIATION  
OF  
Q. I. HOTELS (U.K.) LIMITED

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PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (as amended) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations are to regulations in Part I of the said Table A unless otherwise stated. The regulations in any Table A applicable to the Company under any former enactment relating to companies shall not apply.

SHARE CAPITAL

2. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

3. Subject to Section 14 of the Companies Act 1980, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 17(1) of the Companies Act 1980 shall not apply.

4. Subject to the provisions of and so far as may be permitted by law, the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder and may purchase its own shares (including any redeemable shares) and may make any payment for any such purpose otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares or otherwise as permitted by law. Regulation 3 shall not apply.

## TRANSFER OF SHARES

5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 shall be modified accordingly.

6. Subject to the provisions of regulation 24 any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

7. The Company shall not charge transfer or registration fees. References to fees in regulations 25 and 28 shall be disregarded.

## PROCEEDINGS AT GENERAL MEETINGS

8. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 58 shall be modified accordingly.

9. Any instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Such instrument (and, where it is signed on behalf of the appointor by an attorney; the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the Chairman of the meeting) on the day and at the place of the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulations 69, 70 and 71 shall not apply.

10. A resolution in writing signed by the holders of the whole of the issued Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

## DIRECTORS

11. Subject as hereinafter provided and save that at any time a body corporate may be a sole Director of the Company the Directors shall not be less than two in number. The first Director shall be Hackwood Service Company. The Company may by Ordinary Resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors. Regulation 75 shall not apply.

12. A Director shall not be required to hold any share of the Company by way of qualification. Regulation 77 shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

13. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Director may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 76 shall not apply.

14. In regulation 79 the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.

15. A Director may be a party to or in any way interested in any contract or arrangement or transaction to which the Company is a party or in which the Company is in any way interested. A Director may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him

thereunder or in consequence thereof. Regulation 84, other than paragraph (1) thereof, shall not apply.

16. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 shall be modified accordingly.

17. The office of a Director shall be vacated in any of the events specified in regulation 88 save that paragraph (f) of such regulation shall not apply. The office of a Director shall also be vacated if he shall in writing offer to resign and the Directors shall resolve to accept such offer.

18. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 and the second sentences of regulations 95 and 97 shall not apply.

19. The Directors may delegate any of their powers or discretions to committees consisting of one or more members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 102 shall not apply.

20. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more of the Directors. Regulation 106 shall not apply.

21. Regulations 107 to 109 shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

#### ALTERNATE DIRECTORS

22. (A) Any Director may at any time by writing under his hand and deposited at the registered office, or delivered at a meeting of the Directors, appoint any person (including another Director) to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved. The same person may be appointed as the alternate Director of more than one Director.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

#### NOTICES

23. Any notice or document (including a share certificate) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid cover addressed to such member at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notice, or by delivering it to such address addressed as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of twenty four hours (or, where second-class mail is employed, forty eight hours) after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted. Regulation 131 shall not apply.

## INDEMNITY

24. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 136 shall not apply.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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re to

Sylvia Grace Ladd,  
Barrington House,  
59-67 Gresham Street,  
London, EC2V 7JA.

Secretary

Doretta Frances Holloway,  
Barrington House,  
59-67 Gresham Street,  
London, EC2V 7JA.

Secretary

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DATED the 9th day of February 1984.

WITNESS to the above Signatures:-

K.P. Grant,  
Barrington House,  
59-67, Gresham Street,  
London, EC2V 7JA.

Secretary

23.5.84

COMPANY NO: 179604

THE COMPANIES ACTS 1948 TO 1983

COMPANY LIMITED BY SHARES

Resolutions

of

Q.I. HOTELS (U.K.) LIMITED

(Passed on 4th May 1984)

At an Extraordinary General Meeting of the above-named Company duly convened and held on 4th May, 1984, the following Resolutions were duly passed:-

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be and is hereby increased from £100 to £100,000 by the creation of 79,900 'A' Ordinary Shares of £1 each and 20,000 'B' Ordinary Shares of £1 each.



Banc 80  
100003

2. THAT the Directors be and are hereby generally and unconditionally authorised in accordance with Section 14 of the Companies Act 1980 to exercise for a period of five years from the date of the passing of this Resolution all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £100,000.

#### SPECIAL RESOLUTIONS

3(A) THAT the Directors be and are hereby empowered to allot, pursuant to and during the period of the said authority, equity securities as if Section 17(1) of the said Act did not apply to any such allotment.

(B) THAT for the purposes of this Resolution and the Ordinary Resolution 2 above:-

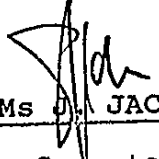
- (i) the said authority and the said power shall allow and enable the Directors to make offers or agreements which would or might require equity securities or other relevant securities to be allotted after the expiry of the said period provided that such allotment would fall within the limit aforesaid if made during the said period; and
- (ii) words and expressions defined in or for the purposes of Part II of the Companies Act 1980 (as modified by the Companies Act 1981) shall bear the same meaning herein.

4. That the 2 issued Ordinary Shares of £1 each and the 98 unissued Ordinary Shares of £1 each in the capital of the Company, being the authorised share capital of the Company immediately prior to the passing of the Ordinary Resolution numbered 1. above, be converted into and redesignated as 'A' Ordinary Shares of £1 each.

5. That the provisions of the Memorandum of Association of the Company be and are hereby altered by deleting the whole of Clause 3 thereof and substituting in lieu thereof Clause 3 as set out in the document produced to the meeting and, for the purposes of identification, initialled by the Chairman thereof.

6. That the name of the Company be changed to Quality Hotels Limited with effect from the date on which the altered certificate of incorporation is issued by the registrar of companies.

7. That the regulations contained in the document submitted to this meeting and, for the purpose of identification, initialled by the Chairman thereof, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of all other Articles of Association.

  
Ms J. JACKSON  
Secretary

No. 1796064

THE COMPANIES ACTS 1948 to 1983

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COMPANY LIMITED BY SHARES

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Memorandum

AND

Articles of Association

OF

Q. I. HOTELS (U.K.) LIMITED

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Incorporated the 29th day of February, 1984

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LINKLATERS & PAINES,  
Barrington House,  
59-67, Gresham Street,  
LONDON, EC2V 7JA.





CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 1796064

I hereby certify that

HACKREMCO (NO. 150) LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

Q.I. HOTELS (U.K.) LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 13TH APRIL 1984

A handwritten signature in dark ink, appearing to read 'P. C. Coates'.

P. C. COATES

an authorised officer

THE COMPANIES ACTS 1948 to 1983

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION  
(Amended by Special Resolution passed on 4th May, 1984)

- of -

Q.I. HOTELS (U.K.) LIMITED

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1. The name of the Company is "Q.I. HOTELS (U.K.) 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 the business of hotel, motel, apartment house, casino, caravan site, road house, resort, inn, lodging and boarding house, restaurant, cafe, refreshment room, snack bar, canteen, fast food shop, cake shop, bakery shop, confectioner, delicatessen and other shop proprietors, keepers or managers and to fit up and furnish any property for the purpose of letting the same to visitors or guests in any form;
  - (b) to carry on the business of beer, wine and spirit merchants, distillers, brewers, traders and manufacturers of aerated and mineral waters and other drinks, licensed victuallers, cigar merchants and tobacconists and of caterers and purveyors of all types 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;
  - (c) to carry on the business of ticket agents for theatres, opera houses and other places of entertainment and agents for all means of transport and travel;
  - (d) to carry on the business of hairdressers, perfumers, chemists, and proprietors or managers of clubs, baths, dressing rooms, laundries, and places of amusement, recreation, sport, entertainment and instruction of all kinds; and

(e) to acquire licences of any description, including licences for billiard rooms, music and dancing, betting, lotteries, gambling, competitions and the supply of intoxicating liquors or for any other purpose which the Company may require or the Directors deem it desirable to have in the course of or for the purposes of its business or otherwise.

(f) to acquire and grant franchises in respect of any of the businesses hereinbefore or hereinafter authorised in the United Kingdom under the name "Quality Inns" or "Quality Hotels" or "Quality International Hotels" or "Quality Royale" and all additions and variations to any of the foregoing or such other name as shall be decided by the Company.

(g) to carry on any other business of any nature whatsoever which may seem to the Directors to be capable of being conveniently carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view to rendering profitable or more profitable any of the Company's assets or utilising its know-how or expertise.

(h) to subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof, and to buy and sell foreign exchange.

(i) to draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.

(j) to purchase, or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.

(k) to build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plants, factories, wharves, jetties, roads, railways, warehouses, depots, offices and other buildings, structures or facilities, of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.

(l) to amalgamate or enter into partnership or any joint venture or profit-sharing arrangement or other association with any company, firm or person.

(m) to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(n) to promote, join in the promotion of or counsel the management of, any company, whether or not having objects similar to those of the Company.

(o) to borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.

(p) to advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without the security.

(q) to guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.

(r) to issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.

(s) to sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.

(t) to procure the registration or incorporation of the Company in or under the laws of any territory outside England.

(u) to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.

(v) to establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.

(w) to establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company or its holding company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or any subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to the Company's employees (other than directors) with a view to enabling them to acquire shares in the Company or its holding company.

(x) to distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.

(y) to do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents,

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subsidiary companies or otherwise, and either alone  
or in conjunction with others.

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(z) .to do all such other things as may be  
considered to be incidental or conducive to any of  
the above objects.

And it is hereby declared that the objects of the  
Company as specified in each of the foregoing paragraphs of  
this Clause (except only if and so far as otherwise  
expressly provided in any paragraph) shall be separate and  
distinct objects of the Company and shall not be in any way  
limited by reference to any other paragraph or the order in  
which the same occur or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100,000 divided  
into 100,000 shares of £1 each.

Note:- The share capital of the Company was increased to  
£100,000 By Ordinary Resolution of the Company passed  
on 4th May, 1984

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
Sylvia G. Ladd, Barrington House, 59-67 Gresham Street, London EC2V 7JA.	One
Secretary	
D.F. Holloway, Barrington House, 59-67 Gresham Street, London EC2V 7JA.	One
Secretary	
Total Shares taken:	Two

DATED the 9th day of February, 1984

WITNESS to the above Signatures:-

K.P. Grant,  
Barrington House,  
59-67 Gresham Street,  
London EC2V 7JA.

Secretary

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THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION  
(Adopted by Special Resolution passed on 4th May, 1984)

of

Q.I. HOTELS (U.K.) LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (as amended so as to affect companies first registered on the date of the adoption of these Articles) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in Part I of the said Table A unless otherwise stated.

SHARE CAPITAL

2. The share capital of the Company at the date of the adoption of these Articles is £100,000 divided into 80,000 "A" Shares of £1 each and 20,000 "B" Shares of £1 each. The said shares shall carry the respective voting rights and rights to appoint and remove Directors and be subject to the restrictions on transfer hereinafter provided, but in all other respects shall be identical and rank pari passu.

ISSUE AND PURCHASE OF SHARES

3. The authorised share capital of the Company shall consist only of "A" Shares of £1 each and "B" Shares of £1 each in the proportions of four "A" Shares for each "B" Share. The issued share capital of the Company shall always consist of "A" Shares and "B" Shares in such proportions.

4. Subject to Section 14 of the Companies Act 1980, all unissued shares shall be at the disposal of the Directors and Section 17(1) of the Companies Act 1980 shall not apply. Unissued shares in the capital of the Company for the time being may however be issued only in such a manner as to

maintain the proportions specified in Article 3 above and so that on each occasion "A" Shares and "B" Shares are issued at the same price and on the same terms as to payment and otherwise. After the first issue of shares made by the Directors, no share of either class shall be issued otherwise than to members holding shares of the same class except with the consent in writing of all the members. As between holders of shares of the same class any shares shall be issued in proportion to their existing holdings of such shares or in such other proportions as may be agreed between them.

5. Subject to the provisions of and so far as may be permitted by law, the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder and may purchase its own shares (including any redeemable shares) and may make any payment in respect of any such redemption or purchase out of distributable profits of the Company or the proceeds of a fresh issue of shares or otherwise as permitted by law. Except with the consent in writing of all the members, the powers conferred by this Article shall be exercised only in such a manner as to maintain the proportions specified in Article 3 above. Regulation 3 shall not apply.

#### TRANSFER OF SHARES

6. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 shall be modified accordingly.

7. (A) Subject to the provisions of Regulation 24 any share may at any time be transferred:-

(i) by any member, being a body corporate, to a body corporate which is in relation to such member a holding company or subsidiary of such holding company; or

(ii) to any person with the consent in writing of all other members of the Company.

(B) Except in the case of a transfer expressly authorised by the preceding sub-clause, no transfer of a share shall be registered without the sanction of an effective resolution of the Directors and if such sanction be not given or is not refused within eight weeks after the transfer is lodged for registration the sanction shall be deemed to have been refused at the expiration of such period and the transferee shall be notified accordingly.

8. The Company shall not charge transfer or registration fees. References to fees in Regulations 25 and 28 shall be disregarded.

PROCEEDINGS AT GENERAL MEETINGS

9. (A) Save as herein otherwise provided, the quorum at any General Meeting shall be two or more members present in person or by proxy including one person being or representing a holder of any of the "A" Shares and one person being or representing a holder of any of the "B" Shares. Regulation 53 shall be modified accordingly.

(B) If at any adjourned meeting such a quorum is not present within ten minutes from the time appointed for the adjourned meeting (or such longer interval as the chairman of the meeting may think fit to allow) any two persons present in person or by proxy being or representing the holders of the "A" Shares shall constitute a quorum.

10. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 58 shall be modified accordingly.

11. On a show of hands every member who is present in person shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder; Provided that (i) no shares of either class shall confer any right to vote upon a resolution for the removal from office of a Director appointed or deemed to have been appointed by holders of shares of the other class, and (ii) if at any meeting any holder of shares is not present in person or by proxy the votes exercisable on a poll in respect of the shares of the same class held by members present in person or by proxy shall be pro tanto increased (fractions of a vote by any member being permitted) so that such shares shall together entitle such members to the same aggregate number of votes as could be cast in respect of all the shares of that class if all the holders thereof were present. Regulation 62 shall not apply.

12. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Such instrument (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) shall be delivered to such place as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulations 69, 70 and 71 shall not apply.

13. A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 73A shall be modified accordingly.

#### DIRECTORS

14. The maximum number of Directors shall be six or such other even number as the Company may from time to time by Ordinary Resolution determine. One half of the maximum number of Directors shall be "A" Directors and the other half shall be "B" Directors. Regulation 75 shall not apply.

15. The holders of a majority of either class of shares may from time to time appoint any person to be a Director, but so that not more than one-half of the maximum number of Directors for the time being authorised shall at any one time hold office by virtue of appointment by holders of shares of any one class. In these Articles the expressions "A" Director and "B" Director respectively designate Directors according to the class of shares holders of a majority of which have appointed or are deemed to have appointed them.

16. Each Director shall hold office subject to Article 23 hereof but may at any time be removed from office by the holders of a majority of the relevant class of shares.

17. Any such appointment or removal shall be in writing served on the Company and signed by the holders of a majority of the issued "A" Shares or "B" Shares (as the case may be). In the case of a corporation such document may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

18. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company, and shall, (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Any Director who serves

on any committee, or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 76 shall not apply.

19. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

20. In Regulation 79 the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.

21. A Director may be a party to or in any way interested in any contract or arrangement or transaction to which the Company is a party or in which the Company is in any way interested. A Director may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any holding company or subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. On any matter in which a Director is in any way interested (unless his interest only arises by virtue of his being interested in any shares in the Company, any such other company, any member of the Company or any such other company, or any direct or indirect holding company of such a member or any subsidiary of such a member or any such holding company, or his being a director or employee of any of the companies mentioned above in this Article, except the Company) he may not vote and shall not be taken into account for the purposes of a quorum but, (save as otherwise resolved by the shareholders or, so far as permitted by law, the Directors), he may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him in consequence of any matter in which he is in any way interested. Regulation 84, other than paragraph (1) hereof, shall not apply.

22. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 shall be modified accordingly.

23. The office of a Director shall be vacated in any of the events specified in Regulation 88 save that paragraph (f) of such Regulation (more than 6 months' absence) shall not apply. The office of a Director shall also be vacated if he shall be removed from office as hereinbefore provided or shall in writing offer to resign and the Directors shall resolve to accept such offer.

24. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 shall not apply.

25. No Director shall be appointed otherwise than as herein provided. Regulations 95 to 97 shall not apply and Regulation 100 shall be modified accordingly.

26. The quorum for a meeting of the Directors shall throughout the meeting be at least one "A" Director and one "B" Director. Regulation 99 shall not apply.

27. The Directors shall elect a chairman of their meetings who shall be an "A" Director. Regulation 101 shall not apply.

28. A committee of the Directors shall include at least one "A" Director and one "B" Director and the quorum for a meeting of any such committee shall throughout the meeting be at least one "A" Director and one "B" Director. Regulation 102 shall be modified accordingly.

29. A committee of the Directors shall elect a chairman of its meetings who shall be an "A" Director. Regulation 103 shall not apply.

30. All business arising at any meeting of the Directors or of any committee of the Directors shall be determined only by resolution and no such resolution shall be effective unless carried by a majority including at least one "A" Director and at least one "B" Director. Regulations 98 and 104 shall be modified accordingly.

31. A resolution in writing signed by each of the Directors (or in any case and to the extent authorised by Article 32 his alternate Director) shall, subject to Article 30 above, be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more persons. Regulation 106 shall not apply.

32. The Directors or any committee of the Directors may participate in a meeting of the Board or any such committee by means of conference telephone or similar communications facility by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting.

33. Regulations 107 to 109 with regard to Managing Directors shall not apply.

#### ALTERNATE DIRECTORS

34. (A) The holders of a majority of any one class of shares may at any time appoint any person (including another Director) to be the alternate Director of any Director of the relevant class and may at any time terminate such appointment. Any such appointment or termination of appointment shall be effected in like manner as provided in

Article 17 hereof. The same person may be appointed as the alternate Director of more than one Director.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director.

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director of the relevant class. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

#### CAPITALISATION OF PROFITS AND RESERVES

35. The Directors may, with the sanction of an Ordinary Resolution of the Company, capitalise any sum standing to the credit of any of the Company's reserve accounts (including Share Premium Account and Capital Redemption Reserve) or any sum standing to the credit of profit and loss account by appropriating such sum to the holders of "A" Shares and "B" Shares in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend and:-

(a) on behalf of the holders of "A" Shares applying that part of such sum distributable amongst them in paying up in full unissued "A" Shares for allotment and distribution credited as fully paid up to and amongst them; and

(b) on behalf of the holders of "B" Shares applying that part of such sum distributable amongst them in paying up in full unissued "B" Shares for allotment and distribution credited as fully paid up to and amongst them;

in the proportions aforesaid. The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, with full power to the Directors to make such provisions as they think fit for the case of shares becoming distributable in fractions (including provisions whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned). The Directors may authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for any such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned. Regulations 128, 128A and 129 shall not apply.

#### NOTICES

36 Any notice or document (including a share certificate) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid cover addressed to such member at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notices, or by delivering it to such address addressed as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of forty-eight hours (or, where second-class mail is employed, ninety-six hours) after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted. Regulation 131 shall not apply.

#### INDEMNITY

37. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any

statute for relief from liability in respect of any such act  
or omission in which relief is granted to him by the Court.  
Regulation 136 shall not apply.

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1796064

14A

I hereby certify that

Q.I. HOTELS (U.K.) LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

QUALITY HOTELS LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 24TH MAY 1984

*A.K. Phillips*  
MRS. A.K. PHILLIPS  
an authorised officer

**G**Please do not  
write in this  
binding margin**THE COMPANIES ACTS 1948 TO 1976****Notice of increase in nominal capital**

Pursuant to section 63 of the Companies Act 1948

**10**Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use Company number

13

1796064

Name of Company

G. I. HOTELS (UK)

Limited\*

\*delete if  
inappropriate†delete as  
appropriate**Note**This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies  
within 15 days  
after the passing  
of the resolution

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special]† resolution of the company dated 4th May 1984the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 99,900 beyond the registered capital of £ 100

A printed copy of the resolution authorising the increase is forwarded herewith

The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
79,900	A ORDINARY	£1
20,000	B ORDINARY	£1

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:SEE RESOLUTION AMENDING ARTICLES  
DATED 4TH MAY 1984Please tick here if  
continued overleaf†delete as  
appropriate

Signed

[Director] [Secretary]† Date 4/5/84Presenter's name, address and  
reference (if any):For official use  
General section

Post room



## THE COMPANIES ACTS 1948 TO 1976

## Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

**A**

Please do not  
write in this  
binding margin

To the Registrar of Companies

For official use

Company number

Name of company

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

**Q.I. HOTELS (UK)** Limited\*

\*delete if  
inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

**Important**  
The accounting  
reference date  
to be entered  
alongside  
should be  
completed as  
in the following  
examples:

31 March

Day Month  
**3 1 0 3**

5 April

Day Month  
**0 5 0 4**

31 December

Day Month  
**3 1 1 2**

Please mark X in the box below if a public company

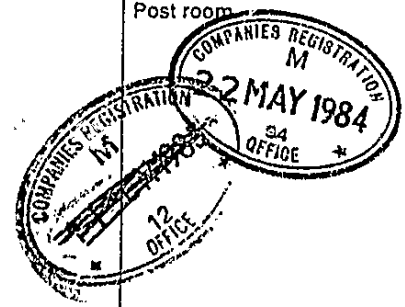
Day Month  
**3 1 0 5**

Signed  [Director][Secretary]† Date 4/5/84

Presenter's name, address and  
reference (if any):

For official use  
General section

Post room



1796064

27 01

QUALITY HOTELS LIMITED

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the above-named Company will be held at *Linklaters & Paines* on 27th October, 1986 at 11.20 am/pm for the purpose of considering and, if thought fit, passing the following Resolution as a Special Resolution:-

RESOLUTION

"THAT, the Articles of Association contained in the printed document submitted to the Meeting and signed for identification by the Chairman, be adopted as the Articles of Association of the Company to the exclusion of all existing Articles of Association."

Date: 27 October, 1986

BY ORDER OF THE BOARD

.....  
Secretary

Registered Office:

72 King Street,  
Southport,  
Merseyside,  
PR8 1LG.

NOTE: A member entitled to attend and vote at the above meeting may appoint a proxy to attend, and, on a poll, vote instead of him. A proxy need not be a member of the Company.

G11AJBG14B1

"LINKLATERS & PAINE'S  
BARRINGTON HOUSE,  
59-67, GRESHAM STREET,  
LONDON EC2V 7JA  
TEL 01 606 7080

AJBG



No. 1796064

THE COMPANIES ACTs 1948 to 1983

COMPANY LIMITED BY SHARES

### Memorandum

(Amended by Special Resolution passed on 4th May, 1984)

AND

NEW

### Articles of Association

(Adopted by Special Resolution passed on 27th October, 1986)

OF

QUALITY HOTELS LIMITED

LINKLATORS & PAINES,  
Barrington House,  
59-67, Gresham Street,  
LONDON, EC2V 7JA.

Ref: DLW

Tel: oL-6067080

THE COMPANIES ACTS 1948 to 1983

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION  
(Amended by Special Resolution passed on 4th May, 1984)

- of -

QUALITY HOTELS LIMITED

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1. The name of the Company is "QUALITY HOTELS 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 the business of hotel, motel, apartment house, casino, caravan site, road house, resort, inn, lodging and boarding house, restaurant, cafe, refreshment room, snack bar, canteen, fast food shop, cake shop, bakery shop, confectioner, delicatessen and other shop proprietors, keepers or managers and to fit up and furnish any property for the purpose of letting the same to visitors or guests in any form;
  - (b) to carry on the business of bear, wine and spirit merchants, distillers, brewers, traders and manufacturers of aerated and mineral waters and other drinks, licensed victuallers, cigar merchants and tobacconists and of caterers and purveyors of all types and to manufacture, buy, sell, refind, prepare, grow, import, export and deal in provisions of all kinds both wholesale and retail and whether solid or liquid;

- 
- \* Notes: (1) The Company was incorporated under the name of Q.I. Hotels (U.K.) Limited;
- (2) By Special Resolution of the Company passed on 4th May, 1984 the name of the Company was changed to Quality Hotels Limited.



- (c) to carry on the business of ticket agents for theatres, opera houses and other places of entertainment and agents for all means of transport and travel;
- (d) to carry on the business of hairdressers, perfumers, chemists, and proprietors or managers of clubs, baths, dressing rooms, laundries, and places of amusement, recreation, sport, entertainment and instruction of all kinds; and
- (e) to acquire licences of any description, including licences for billiard rooms, music and dancing, betting, lotteries, gambling, competitions and the supply of intoxicating liquors or for any other purpose which the Company may require or the Directors deem it desirable to have in the course or for the purposes of its business or otherwise;
- (f) to acquire and grant franchises in respect of any of the businesses hereinbefore or hereinafter authorised in the United Kingdom under the name "Quality Inns" or "Quality Hotels" or "Quality International Hotels" or "Quality Royale" and all additions and variations to any of the foregoing such other name as shall be decided by the Company;
- (g) to carry on any other business of any nature whatsoever which may seem to the Directors to be capable of being conveniently carried on in connection or in conjunction with any business of the Company hereinbefore or hereinafter authorised or be expedient with a view to rendering profitable or more profitable any of the Company's assets or utilising its know-how or expertise;
- (h) to subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof, and to buy and sell foreign exchange;
- (i) to draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities;
- (j) to purchase, or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work;
- (k) to build, construct, equip, execute, carry on, improve, work, develop, administer, maintain, manage or control works, plants, factories, wharves, jetties, roads, railways, warehouses, depots, offices and other buildings, structures or facilities, of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation;

- (l) to amalgamate or enter into partnership or any joint venture or profit-sharing arrangement or other association with any company, firm or person;
- (m) to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company;
- (n) to promote, join in the promotion of or counsel the management of, any company, whether or not having objects similar to those of the Company;
- (o) to borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description;
- (p) to advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without the security;
- (q) to guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business;
- (r) to issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company;
- (s) to sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up;
- (t) to procure the registration or incorporation of the Company in or under the laws of any territory outside England;
- (u) to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members;

- (v) to establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company, or who are or were at any time directors or officers of the Company or of any such other company and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interest of the Company or of any such other company; and to make payments for or towards the insurance of any such persons;
- (w) to establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company or its holding company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or any subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to the Company's employees (other than directors) with a view to enabling them to acquire shares in the Company or its holding company;
- (x) to distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law;
- (y) to do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others;
- (z) to do all such other things as may be considered to be incidental or conducive to any of the above objects;

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur 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.

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- \* Notes: (1) By Ordinary Resolution of the Company passed on 4th May, 1984, the existing 100 Shares were designated as "A" Shares and the share capital of the Company was increased to £100,000 by the creation of 79,900 "A" Shares of £1 each and 20,000 "B" Shares of £1 each.
- (2) By Special Resolution of the Company passed on 27th October, 1986, the "A" Shares and the "B" Shares were redesignated as Ordinary Shares of £1 each.
- (3) On 27th October, 1986 the share capital was £100,000 divided into 100,000 Ordinary 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
Sylvia G. Ladd, Barrington House, 59-67 Gresham Street, London EC2V 7JA.	One
Secretary	
D. F. Holloway, Barrington House, 59-67 Gresham Street, London EC2V 7JA.	One
Secretary	
Total Shares taken:	<u>Two</u>

DATED the 9th day of February, 1984

WITNESS to the above Signatures:-

K. P. Grant,  
Barrington House,  
59-67 Gresham Street,  
London EC2V 7JA.

Secretary

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 27th October, 1986)

OF

QUALITY HOTELS LIMITED

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PRELIMINARY

1. The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of the adoption of these Articles) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated.

SHARE CAPITAL

2. The share capital of the Company at the date of the adoption of these Articles is £100,000 divided into 100,000 Ordinary Shares of £1 each.

3. Subject to Section 80 of the Companies Act 1985, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 89(1) of the Companies Act 1985 shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

4. In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly.

5. An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified,



at the registered office) [at least [one] hour] before the time appointed for holding the meeting or adjourned meeting, and (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulation 62 shall not apply.

#### NUMBER OF DIRECTORS

6. The Directors shall not be less than 2 in number. Regulation 64 shall be modified accordingly.

#### DELEGATION OF DIRECTORS' POWERS

7. In addition to the powers to delegate contained in Regulation 72, the Directors may delegate any of their powers to any committee consisting of one or more Directors and one or more co-opted persons. The Directors may authorise the co-opted persons to such a committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 72 shall be modified accordingly.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

8. The Directors shall not be subject to retirement by rotation and references thereto in Regulations 73 to 80 shall be disregarded.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

9. The office of a Director shall be vacated in any of the events specified in Regulation 81 and also if he shall in writing offer to resign and the Directors shall resolve to accept such offer.

#### REMUNERATION OF DIRECTORS

10. Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 82 shall be extended accordingly.

#### PROCEEDINGS OF DIRECTORS

11. On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 shall not apply.

## INDEMNITY

12. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply.

## OVERRIDING PROVISIONS

13. Whenever Manorcare Inc. (the "Parent Company"), or any subsidiary of the Parent Company or together with such subsidiary, shall be the holder or holders of not less than 90 per cent. of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:-

- (A) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- (B) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;
- (C) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of security or the effecting of such transaction was in excess of the powers of the Directors.

No. 1795) 64

THE COMPANIES ACTS 1948 to 1986

COMPANY LIMITED BY SHARES

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### Memorandum

(Amended by Special Resolution  
passed on 4th May, 1984)

AND

NEW

### Articles of Association

(Adopted by Special Resolution  
passed on 27th October, 1986)

OF

QUALITY HOTELS LIMITED

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# G

## COMPANIES FORM No. 225(1)

### Notice of new accounting reference date given during the course of an accounting reference period

# 225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering

1. To the Registrar of Companies  
(Address overleaf - Note 6)

Company number

1796064

Name of company

\* QUALITY HOTELS LIMITED

\* insert full name of company

#### Note

Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 0 5

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 1 0 5 1 9 9 0

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

MANOR CARE INC.

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_

and it is still in force.

‡ Insert  
Director,  
Secretary,  
Receiver,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

6. Signed R. W. [Signature]

Designation‡ DIRECTOR

Date 23/7/90

Presenter's name address  
telephone number and reference (if any):

For official use  
D.E.B.

Post room



**G****COMPANIES FORM No. 244****244****Notice of claim to extension of  
period allowed for laying and  
delivering accounts — oversea  
business or interests**

Please do not  
write in this  
margin

Pursuant to section 244 of the Companies Act 1985  
as inserted by section 11 of the Companies Act 1989

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies  
(Address overleaf)

Company number

1796064

Name of company

QUALITY HOTELS LIMITED

\* insert full name  
of company

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company ~~(ending)~~ (which ended on)†

† delete as  
appropriate

Day Month Year

31 05 1992

‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

*[Signature]*

Designation‡

ADMINISTRATOR/  
ACCOUNTANT

Date 15/3/93

**Notes**

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

05 04 1985

Presentor's name address  
telephone number and reference (if any):

For official use  
D.E.B.

Post room

24  
18661 MAR 81  
2000H SER

**G****COMPANIES FORM No. 244****Notice of claim to extension of period allowed for laying and delivering accounts — overseas business or interests****244**

Please do not write in this margin

Pursuant to section 244 of the Companies Act 1985 as inserted by section 11 of the Companies Act 1990

Please complete legibly, preferably in block type, or bold block lettering

To the Registrar of Companies  
(Address overleaf)

Company number

17 96084

Name of company

= Choice Hotels Limited

\* Insert full name of company

† delete as appropriate

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company (ending) [which ended on]†

Day Month Year

31 05 1993

‡ Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed *Seadhu Pettit*

Designation: Director

Date 3/15/94

**Notes**

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

05 04 1985

Presenter's name address  
telephone number and reference (if any):For official use  
D.E.E.

Post room



Company No. 1796064

THE COMPANIES ACT OF 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF QUALITY HOTELS LIMITED

At an Extraordinary General Meeting the above-named company duly held on 25 May, 1994 the following resolution was passed as a Special Resolution:-

"THAT the Articles of Association of the Company be amended by the insertion of a new regulation (to be numbered 3) in the following form:-

TRANSFER OF SHARES

3. (a) The Directors may decline to register any transfer of any share, whether or not it is a fully paid share if such share is transferred in breach of these Articles or any agreement entered into by the Members from time to time regulating their relationships inter se.
- (b) The sale, assignment or other transfer, whether voluntary or involuntary or the result of a merger, reconstruction, amalgamations, consolidation or similar action of all or any part of the shares of a Member to a party other than another Member is prohibited without first obtaining the unanimous consent of all the other Members.

and the renumbering of all subsequent regulations accordingly and the insertion of a new regulation (to be numbered 19) in the following form:-

AUTOMATIC WINDING UP

15. (a) Upon the occurrence of any of the following events the provisions of this Article shall apply with respect to the automatic dissolution of the Company:
- (i) In the case of a holder of shares who is a natural person those events are:
- his death;
  - his insanity or mental disorder and the making of an order by a court having jurisdiction (whether in the United Kingdom or



\*A4XPX1R4\*

A31 RECEIPT DATE: 02/06/94

elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

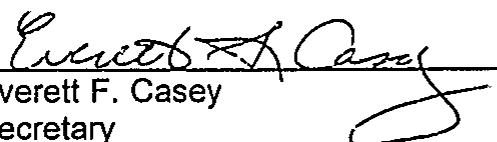
- the commencement against him of bankruptcy proceedings (or any equivalent or analogous procedure under the law of any jurisdiction)

(ii) In the case of any holder of shares which is not a natural person those events are:

- its dissolution, liquidation or winding up;
- the commencement against it of proceedings in respect of insolvency or for liquidation (or any equivalent or analogous procedure under the law of any jurisdiction).

(b) Upon the occurrence of an event referred to in Article 15(a):

- (i) the Directors shall cause an Extraordinary General Meeting of the Company to be convened for a date no later than 90 days after the occurrence of the event in question at which an Ordinary Resolution will be proposed requiring that the Company be wound up (the "Liquidation Resolution"). At such meeting the votes of those members (whether present in person or by proxy) who vote in favour of the Liquidation Resolution shall be pro tanto increased (fractions of a vote being permitted) so far as necessary to ensure that such resolution shall be carried unless members holding or beneficially entitled to at least 95% of the issued share capital of the Company vote that the Company should not be wound up; and
- (ii) the Directors shall, prior to the date of the Extraordinary General Meeting at which any Liquidation Resolution is to be proposed, request the Company's auditors to report on whether the Company is solvent within the meaning of Section 89(1) of the Insolvency Act of 1986 (or any statutory modification or re-enactment thereof) and, if the auditors' report confirms that it is solvent, the Directors shall, within the time period specified in Section 89(2) of that Act, give a declaration of solvency in accordance with that Section."

  
Everett F. Casey  
Secretary

Company No. 1796064

**THE COMPANIES ACT OF 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

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- his death;
  - his insanity or mental disorder and the making of an order by a court having jurisdiction (whether in the United Kingdom or



\*ADLUY2H+\*

A161RECEIPT DATE:28/06/94

elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

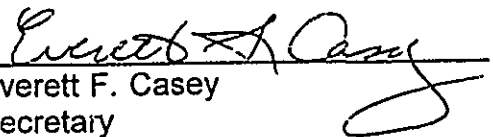
- the commencement against him of bankruptcy proceedings (or any equivalent or analogous procedure under the law of any jurisdiction)

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Everett F. Casey  
Secretary