

Number of }
Certificate }

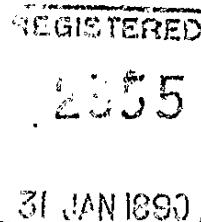
[Form No. 25.]

THE CUSTOMS AND INLAND REVENUE ACT, 1888.

(51st VICT., CH. 8.)



COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

of the *Salisbury Swimming*
Baths Company, Limited,

made pursuant to Section 11 of The Customs and Inland Revenue
Act, 1888.

NOTE.—The Stamp Duty on the Nominal Capital is Two Shillings for every
£100 or fraction of £100.—See last page of this form.

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

RICHARD JORDAN,
Public Companies' Registration Agent, Printer, and Stationer,
120, CHANCERY LANE, LONDON, W.C.

Presented for filing by



THE NOMINAL CAPITAL

of the

*Salisbury Swimming
Baths*

~~Company~~, Limited,

is £3000, divided into 3000

Shares of *One pound* each.

Signature *Fulton & Peacock*

Description *Salisbury
Solicitors to the Company*

Dated the *30th* day of

January 1890

This Statement should be signed by an Officer of the Company.

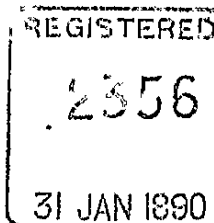
16
107
"The Companies Acts, 1862 to 1886."

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF THE

SALISBURY SWIMMING BATHS,
LIMITED.



1st. The Name of the Company is "THE SALISBURY SWIMMING BATHS, LIMITED."

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

3rd. The Objects for which the Company is established are—

(a) To supply the City and Neighbourhood of Salisbury with Swimming and other Baths, and to carry on the businesses of a Baths and Wash House and Laundry, and of a Dyeing and Cleaning, and of a Skating Rink Company in all their various branches, and all other businesses suitable for or compatible with the objects of the Company.

(b) To purchase, take on lease, hire, or otherwise acquire any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of the Company, and in particular any lands, buildings, roads, paths, ways, bridges, boats, vehicles, machinery, plant, implements, patents, trade or other secrets, waters, streams, rights, and easements.

Presented for filing
17

100

- (c) To acquire and undertake all or any part of the business, property, and liabilities of any person or Company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (d) To obtain any Act of Parliament, Provisional Order, Licence or Privilege of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect.
- (e) To take or otherwise acquire and hold Shares in any other Company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (f) To raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures charged upon all or any of the Company's property (both present and future), including its uncalled Capital.
- (g) To construct, maintain, and alter any buildings or works necessary or convenient for the purposes of the Company.
- (h) To sell, improve, maintain, manage, develop, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.
- (i) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

4th. The Liability of the Members is Limited.

5th. The Capital of the Company is Three Thousand Pounds, divided into Three Thousand Shares of One Pound each, with power to issue any part of such Capital or of any increased Capital with such preference or priority or subject to such conditions as the Company may think proper.

We, the several persons whose Names, Addresses, and Descriptions are hereunto 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.
M ^{rs} Watson China Merchant 15 Canal Salisbury?	20 (Twenty)
J. Dawson Lee Surgeon The Close, Salisbury	10 (Ten)
Richard Every - Banker - 97 Mary - Guildford Sub City	20. (Twenty)
W. H. Edwards Baker Salisbury	20 Twenty-
W. D. Wilkes 27 New Canal Surgeon Salisbury	20 - Twenty
J. R. Curwin Elm (near Philomena's Salisbury)	10 - Ten
Edo Griffon 52 Asherton St Salisbury Timber Merchant	50 - Fifty
	150

E.F.P.

Dated the 25th day of January 1890.
~~December, 1889.~~

Witness to the above Signatures— of Alfred Watson, Frederick
Jawson Lee, Richard Every, Matthew Hunt, Wm. Devenish,
William David Wilkes, Samuel Ralph Atkins.

Edward F. Griffith
Salisbury

Witness to the above signatures of Frederick

Griffith

J. P. Drayler

Managing Clerk to Messrs. Fulton & Dyson
Salisbury - York.

The Salisbury Swimming Baths

Limited, is Incorporated under the Companies' Acts, 1862 to 1886, as a *Limited*

Company, this Thirty-first day of January

One thousand eight hundred and eighty-nine.

J. B. Smith

Registrar of Joint Stock Companies.

Certificate of Incorporation received by:—

Alfred Bowker

pro Richard Jordan

120 Chancery Lane

W.C.

Date 27 February 1890

We, the several persons whose Names, Addresses, and Descriptions are hereunto 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.
ALFRED WATSON, China Merchant, 15, Canal, Salisbury	20
F. FAWSON LEE, Surgeon, The Close, Salisbury	10
RICHARD EVERY, Banker, St. Mary's, Stratford-sub-Castle	20
M. H. W. DEVENISH, Banker, Westleigh, Salisbury	20
W. D. WILKES, Surgeon, 27, New Canal, Salisbury	20
S. R. ATKINS, Ph. Chemist, Elm Grove, Salisbury	10
FRED. GRIFFIN, Timber Merchant, 52, Fisherton Street, Salisbury	50

Da'ed the 25th day of January, 1890.

Witness to the above Signatures of ALFRED WATSON, FREDERICK FAWSON LEE, RICHARD EVERY, MATTHEW HENRY WHITTY DEVENISH, WILLIAM DAVID WILKES, and SAMUEL RALPH ATKINS—

EDWARD F. PYESMITH,
Solicitor,
Salisbury.

Witness to the above Signature of FREDERICK GRIFFIN—

G. BOUFFLER,
Managing Clerk to Messrs. FULTON & PYESMITH,
Solicitors,
Salisbury.

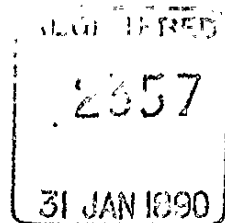
"The Companies Acts, 1862 to 1886."

COMPANY LIMITED BY SHARES.

Articles of Association

OF THE

SALISBURY SWIMMING BATHS,
LIMITED.



It is Agreed as follows:—

1. The Regulations contained in the Table marked "A," in the First Schedule to "The Companies Act, 1862," shall apply to this Company, except where they are expressly excluded or modified by the following Articles.

2. The Company may carry on its business notwithstanding the whole of the Shares may not have been subscribed for or allotted.

3. The Shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons and on such conditions as they may think fit, provided that no Shares shall be issued at a discount; and the Directors may decline to register any proposed transfer of Shares to any person whom they may consider undesirable as a Member of the Company, without assigning any reason for such refusal.

4. The qualification for the office of Director shall be the holding of not less than Twenty Shares in the Capital of the Company.

5. The Directors may at any time call a General Meeting of the Members by giving not less than three clear days' notice of the same, which may be sent by circular or letter delivered by hand or sent by post to the registered address of each Member.



6. Four Members personally present shall be a quorum for a General Meeting.

7. At every General Meeting each Member shall be entitled to one vote for every Share held by him upon which there are no Calls in arrear. The Chairman of a General Meeting shall have a casting vote in addition to the vote or votes he may be entitled to as a Shareholder.

8. If a Meeting be adjourned for want of a quorum, the business for which such Meeting was convened shall be transacted at the adjourned Meeting whatever the number of Members present.

9. The Company shall have power by Special Resolution from time to time to reduce its Capital, whether paid up or uncalled, and whether for the purpose of writing off any lost Capital or Capital unrepresented by available assets, of paying off any Capital which may be in excess of the wants of the Company, or of cancelling any Shares which at the date of such Resolution have not been taken or agreed to be taken by any person.

10. Any Director or other officer of the Company may hold any other office or place of profit under the Company and may enter into contracts with the Company.

11. The Directors shall once in every year cause a proper balance sheet and statement of accounts to be prepared and submitted to the Shareholders in General Meeting, and such balance sheet shall be prepared in such form as the Auditor or Auditors of the Company may approve.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Alfred Watson China Merchant
15 Canal Salisbury.

F. Dawson Lee Surgeon
The Close, Salisbury

Richard Every - 92 Mary St. Salisbury - East Anglian Bankers
W. H. Devenish - Salisbury - Bankers

W. D. Sillies Surgeon 27 New Canal Salisbury

James M. Chamberlain Esq. Salisbury

Geo. Griffin 62 Foston St. Salisbury
Jeweller

E. F. B. Dated the 25th day of January, 1890
December, 1890.

Witness to the above Signatures— of Alfred Watson, Frederick
Dawson Lee, Richard Every, Matthew Henry, Wm. Devenish,
William David Wilke, Samuel Ralph Atkins

Edward F. Fyfe Smith
Salisbury

Witness to the above signature of Frederick

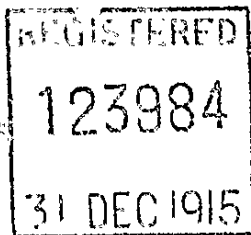
Griffin

G. B. Ruffler

Manager, Clerk to Messrs

Fulton & Fyfe Smith Salisbury

The Companies (Consolidation) Act, 1908.



COMPANY LIMITED BY SHARES.



SPECIAL RESOLUTION

OF

The Salisbury Swimming Baths Limited,

*Passed the 2nd day of December, 1915; Confirmed the 21st day of
December, 1915.*

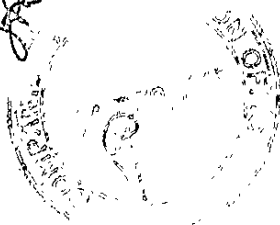
At an Extraordinary General Meeting of the Members of the above Company duly convened and held at the Registered Offices of the Company in Rolleston Street, Salisbury, Wilts, on the 2nd day of December, 1915, the following Resolution was duly passed; and at a subsequent Extraordinary General Meeting of the Members of the said Company also duly convened and held at the same place on the 21st day of December, 1915, the following Resolution was duly confirmed.

Resolved: That the name of the Company be changed to "The Salisbury
Steam Laundry Limited."

C. K. HULBERT,

SECRETARY.

21st December, 1915.



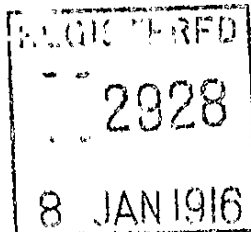
*Edward F. F. Smith
Chairman of the Company
and of both meetings.*

[C. No. 92.]

It is requested that any reply to this letter may be addressed to the Comptroller of the Companies Department, Board of Trade, 55, Whitehall, London, S.W. (Telegraphic Address: "Companies, Parl. London,") and that the following number may be quoted:— 7932.

BOARD OF TRADE,

6th January 1916.



Gentlemen,

SALISBURY SWIMMING BATHS, LIMITED.

With reference to your application of the 19th November, I am directed by the Board of Trade to inform you that they approve of the name of the above-named Company being changed to "THE SALISBURY STEAM LAUNDRY, LIMITED".

This communication should be tendered to the Registrar of Joint Stock Companies, Somerset House, Strand, W. C., as his authority for entering the new name on the Register, and for issuing his Certificate under Section 8 (4) of the Companies (Consolidation) Act, 1908. A Postal Order for 5/-, made payable to the Commissioners of Inland Revenue, must at the same time be forwarded to the Registrar in payment of the Registration fee.

I am, Gentlemen,

Your obedient Servant,

H. M. Winckles.

Messrs. Pye-Smith & Hulbert,
14 Rolleston Street,
Salisbury.

January 8th 1916

Bd 1st Grade

SS 134414

6-

2016

PYE-SMITH & HULBERT,
SOLICITORS.
COMMISSIONERS FOR OATHS.
TELEGRAMS,
PYESMITH, SALISBURY.
TELEPHONE NO 201.

14, ROLLESTON STREET,
SALISBURY.

January 12th, 1916.

Dear Sir,

Salisbury Steam Laundry Ltd

We beg to acknowledge the certificate of change of
name herein, and we send you herewith the duplicate signed
by the Secretary.

Yours faithfully,

Pye Smith & Hulbert

The Registrar of Joint Stock Companies,
Somerset House, W. C.

1 Encl.

30433.



Certificate of Change of Name.

I hereby Certify, That the

Salisbury Swimming Baths, Limited

having, with the sanction of a Special Resolution of the said Company, and with the approval of the BOARD OF TRADE, changed its name, is now called the

Salisbury Steam Laundry, Limited

and I have entered such new name on the Register accordingly.

Given under my hand at London, the Eighth day of January
One Thousand Nine Hundred and sixteen.

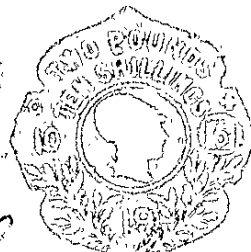
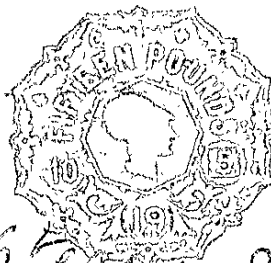
Geo. Harcourt

Assistant Registrar of Joint Stock Companies.

Certificate received by CK Haibat

Secretary

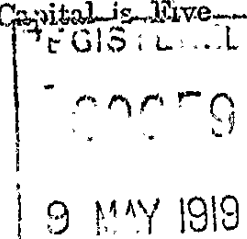
12 Jan 1916.



The Salisbury & Son Laundry

COMPANY, LIMITED.

STATEMENT of Increase of Nominal Capital pursuant to s. 112 of 54 and 55
Vict., ch. 39 (Stamp Act, 1891), as amended by s. 7 of 62 and 63 Vict., ch. 9 (Finance
Act, 1899). (NOTE.—The Stamp Duty on an Increase of Nominal Capital is Five
Shillings for every £100 or fraction of £100.)



This statement is to be filed with the Notice of Increase registered under Section 44
of the Companies (Consolidation) Act, 1908. If not so filed within 15 days after the
passing of the Resolution by which the Registered Capital is increased, Interest on the
Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also
payable (s. 5, Revenue Act, 1903.)

Presented for Registration by

Cyfe-Phillips & -Hulbert

Solicitors Salisbury

NOTE.—This margin is reserved for Binding, and must not be written across.

has by a Resolution of the Company dated 28th day of April 1919

7200 shares of £ 1 each beyond the Registered Capital of

Yves Howard Kessel

Signature E. H. Hatcher

Description. Secretory

Date 8th Jan 1919

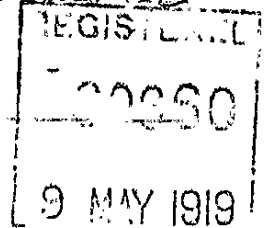
Form No. 26.

"The Companies (Consolidation) Act, 1908."

Notice of Increase

in the nominal Capital of the The Salisbury Steam
Laundry Limited

COMPANY, _____



Pursuant to Section 44.

This Notice should be signed by the Manager or by the Secretary of the Company, on page 3.

SHAW & SONS,

Companies' Publishers, Printers, and Stationers,

6, 7, & 8, Fetter Lane, Fleet Street, E.C.

Presented for filing by

Chas. Smith & Co. Ltd

for the Salisbury Steam Laundry

Notice of Increase

in the nominal Capital of the Galisherry Steam
Laundry Limited

To the REGISTRAR OF JOINT STOCK COMPANIES.

The Galisherry Steam Laundry
Limited hereby gives you notice, in accordance

with Section 44 of "The Companies (Consolidation) Act, 1908," that by a Resolution of
the Company dated the 28th day of April 1919

the nominal Capital of the Company has been increased by the addition thereto of the
sum of Seven thousand pounds,

divided into Seven thousand Shares of

One pound each, beyond the registered Capital of

£ 3000

Dated the 8th day of May 1919.

Signature. P. Kenneth Hulbert
Secy.

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

5073346 ✓
THE COMPANIES ACTS 1908 to 1917.



The Salisbury Steam Laundry Limited

REGISTER

65613

At an Extraordinary General Meeting of The Salisbury Steam Laundry, Limited, duly convened and held at 14, Rolleston Street, Salisbury, on the 10th day of April, 1919, the subjoined Special Resolution was duly passed, and at a subsequent Extraordinary General Meeting of the said Company also duly convened and held at the same place on the 28th day of April, 1919, such Special Resolution was duly confirmed as a Special Resolution. 20 MAY 19

And at such last-mentioned Meeting the subjoined Extraordinary Resolution was duly passed as an Extraordinary Resolution.

SPECIAL RESOLUTION :—

"That the Articles of Association of the Company be altered by cancelling the existing Articles 1, 8, 9 and 11 thereof and by adding the following new Articles, that is to say :

(1) The Regulations contained in the Table marked A in the First Schedule to the Companies (Consolidation) Act 1908 shall apply to the Company except where they are expressly excluded or modified by the following Articles.

(8) The Company may from time to time in general meeting by resolution convert any undivided profits of the Company available for dividend (including profits carried to any Reserve Fund and profits arising from the appreciation in value of capital assets) into capital by appropriating the same as a bonus among the members of the Company (in proportion to the amounts paid up on the shares held by them respectively) in or towards satisfaction of the amounts unpaid in respect of any shares in the capital of the Company allotted (in like proportion) among such members.

(9) Article 10 to be re-numbered Article 9."

62/10/14
"That the capital of the Company be increased to £10,000 by the creation of 7000 additional shares of £1 each ranking for dividend and in all other respects *pari passu* with the existing shares of the Company."

EXTRAORDINARY RESOLUTION :—

"That the Directors be authorised to issue 3000 shares of £1 each of the Company and to allot the same *pro rata* amongst the members of the Company in proportion to the amounts paid up on the shares held by such members respectively on the terms that the shares so allotted be payable in full on allotment and be paid for by the appropriation, as a bonus (free of income tax) amongst the members in like proportion, of the sum of £3000 out of the undistributed profits of the Company carried to Reserve Fund.

"That the sum of £3000 out of the undistributed profits of the Company carried to Reserve Fund be converted into capital by appropriating the same as a bonus (free of income tax) amongst the members of the Company in proportion to the amounts paid up on the shares in the Company held by them respectively in satisfaction of the amounts payable on the shares so allotted by the Directors.

"That the shares to be allotted in pursuance of this Resolution rank for dividend as from the 31st day of December 1918."

"That the Directors be authorised to offer a further 3000 of the new £1 Shares to the members of the Company whose names are on the register of the Company on the 10th day of April 1919 in proportion to the amounts paid up on their holdings on the terms that the shares so offered be payable in full and limiting a time within which the offer if not accepted will be deemed to be declined subject to the members being entitled to assign their rights respectively to nominees approved by the Directors And that the Directors may dispose of any such shares not accepted or assigned as aforesaid in such manner as they think most beneficial to the Company and that the Shares to be allotted in pursuance of this Resolution rank for dividend as from the 31st day of December 1918."

"That the Directors be further authorised to offer the remaining 1000 of the new £1 Shares or such portion thereof as they think fit for issue to those employed by the Company to whom the shares are to be offered at par subject to their undertaking not to part with them (without the Directors' consent) so long as they remain in the Company's employment. But so far as such shares are not so taken up the Directors may dispose of them in such manner as they think most beneficial to the Company. Further that the 1000 shares to be allotted in pursuance of this Resolution rank for dividend as from the date or dates fixed by the Directors for payment in full for the same respectively."

"Further that all such shares above mentioned be in due course issued by the Directors in accordance with the above Resolutions"

C. KENELM HULBERT,
Secretary.

14, Rolleston Street, Salisbury,
8th May, 1919.

C. Kenelm Hulbert
Secretary

Number of
Company

30734

Form No. 28.

THE STAMP ACT, 1891.

(54 & 55 Vict. Ch. 39.)

COMPANY LIMITED BY SHARES.



Statement of Increase of the Nominal Capital

OF

THE SALISBURY STEAM LAUNDRY

REGISTERED

LIMITED.

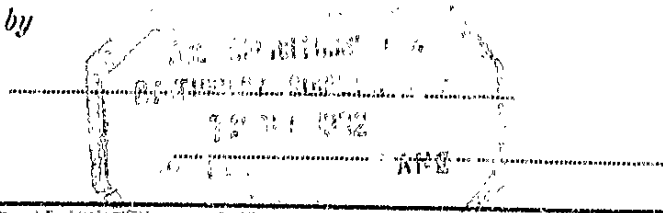
14 DEC 1930

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

NOTE.—The Stamp Duty on an increase of Nominal Capital is One Pound for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 52 (1) of the Companies Act, 1929. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, Interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Sec. 5 of the Revenue Act, 1903.)

Presented by



The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
15 Hanover Street, W.1, 19 & 21 North John Street, Liverpool, and 66 St. Vincent Street, Glasgow.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

THE SALISBURY STEAM LAUNDRY

, Limited,

has been increased by the addition thereto of the sum of

£15,000, divided into 12,500 Preference & 2,500 -
Ordinary

Shares of £1 each, beyond the registered

Capital of Ten thousand Pounds (£10,000)

*Signature

C. Kenelm Mulder

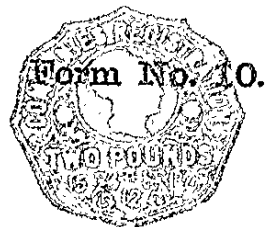
Officer Secretary

Dated the 12th day of December 1932

* This Statement should be signed by a Director or Manager or Secretary of the Company.

Number of
Company

10733/74



THE COMPANIES ACT, 1929.



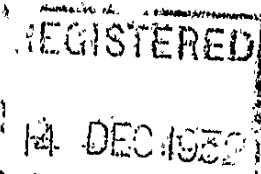
Notice of Increase in Nominal Capital

Pursuant to Section 52.

Insert the
Name
of the
Company.

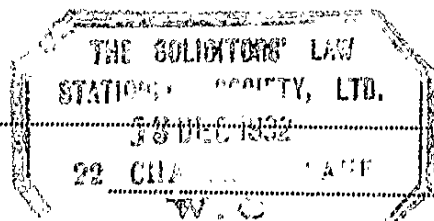
THE SALISBURY STEAM LAUNDRY

LIMITED.



NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 52 (3) of the Act).

Presented by



The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 27 & 28 Walbrook, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 19 & 21 North John Street, Liverpool; and 66 St. Vincent Street, Glasgow.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES.

The Salisbury Steam Laundry.

:.Limited, hereby gives you notice, pursuant to

"Ordinary,"
"Extraordin-
ary," or
"Special".

Section 52 of the Companies Act, 1929, that by an Extraordinary _____

Resolution of the Company dated the 29th — day of November 1932

the Nominal Capital of the Company has been increased by the addition thereto of

the sum of £ 15,000

beyond the Registered Capital of £10,000.

The additional Capital is divided as follows :—

Number of Shares.	Class of Shares.	Nominal amount of each Share.
12,500	Preference	£1
2,500	Ordinary	£1

The Conditions (e.g., voting rights, dividends, &c.) subject to which the new shares have been, or are to be, issued are as follows:—

One vote for each Ordinary Share.

No vote for Preference Shares except in the following events when on a poll there will be one vote for each Preference Share (1) if the Balance Sheet and Accounts as certified by the Auditors show that the preference dividends for the financial year last proceeding the meeting have not been earned or (2) on a question of winding-up or reconstruction. The Preference Shares are entitled to a fixed Cumulative Preferential Dividend at the rate of five per cent per annum and rank both as regards Capital and Dividend before the Ordinary Shares but are not entitled to participate in any surplus assets or profits of the Company.

* * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature. C. Kessler Muller

State whether Director, } Secretary
Manager or Secretary }

Dated the 12th day of December, 1932.

75
THE COMPANIES ACT, 1929.

THE SALISBURY STEAM LAUNDRY LIMITED



At an Extraordinary General Meeting of The Salisbury Steam Laundry Limited, duly convened and held at St. Edmund's Church Street, Salisbury, on Tuesday, the 29th day of November 1932, the following Extraordinary Resolutions were duly passed, viz.:

REGISTERED
15 DEC 1932

EXTRAORDINARY RESOLUTIONS:

1. "That the present capital of the Company shall in future be denoted as 10,000 £1 Ordinary Shares.

2. "That the capital of the Company be increased from £10,000 divided into 10,000 Ordinary Shares of £1 each to £25,000 by the creation of 2,500 Ordinary Shares of £1 each to rank pari passu with the existing shares and 12,500 new shares of £1 each to be called Preference Shares to which shall be attached the special rights and privileges following (that is to say).

(a) the right to a fixed cumulative preferential dividend at the rate of £5 per cent. per annum on the capital for the time being paid up thereon."

(b) the right in winding up to have the capital paid up thereon and all arrears of dividend up to the date of the commencement of the winding up paid off in priority to any payment off of capital on the Ordinary Shares but with no further or other right to participate in the profits or assets of the Company."

(c) the holders of the Preference Shares shall have the right to attend general meetings but not to vote, except in the following events when they will on a poll have one vote for each share (1) if the Balance Sheet and Accounts as certified by the Auditors show that the preference dividends for the financial year last proceeding the meeting have not been earned or (2) on a question of winding up or reconstruction."

3. That the sum of £9,457 being part of the Reserve Fund of the Company be capitalised and that the same be applied in making payment in full at par of 9457 of the new £1 Cumulative Preference Shares of the Company and that such Shares be allotted as a Bonus (free of Income Tax) among the persons who were registered as holders of the Ordinary Shares in the capital of the Company on the 18th day of October 1932, at the rate of one fully paid Cumulative Preference Share for every £1 Ordinary Share of the Company held by such holders respectively such fully paid Cumulative Preference Shares to rank for dividend as from the 1st day of January, 1933."

C. KENELM HULBERT,

Secretary.

C. Kenelm Hulbert
Secretary

14 Rolleston Street,
Salisbury,
29th December, 1932.

30733 / 79.
THE COMPANIES ACT, 1929.



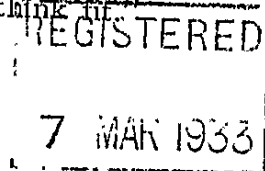
THE SALISBURY STEAM LAUNDRY LIMITED.

At the Annual General Meeting of The Salisbury Steam Laundry Limited, duly convened and held at St. Edmund's Church Street, Salisbury, on Thursday, the 23rd day of February, 1933, the subjoined Special Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION:

"That the Articles of Association of the Company be altered by adding the following new Article No. 10 (namely).

- (10) Upon any manager, officer, or servant of the Company retiring from his office or duties the Directors may grant to him in consideration of his services to the Company such sum of money pension or annuity as they may think fit.



C. Kenelm Hulbert
Secretary.

C. KENELM HULBERT,
Secretary.

14 Rolleston Street,
Salisbury,
3rd March 1933.

105
The Companies Act 1948.



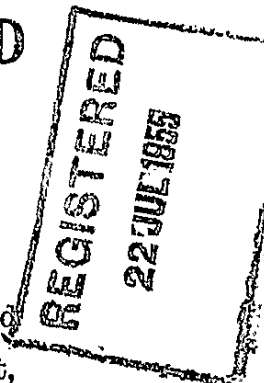
COMPANY LIMITED BY SHARES.

Special Resolutions

OF

THE SALISBURY STEAM LAUNDRY LIMITED

Passed 16th May 1955.

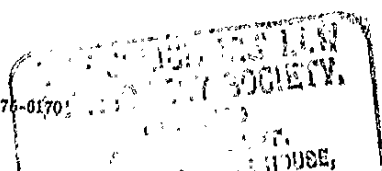


At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at St. Edmund's Church Street, Salisbury, on Monday, the 16th day of May 1955, the following Resolutions were duly passed as Special Resolutions, namely:—

RESOLUTIONS

1. That it is desirable in accordance with the recommendation of the Directors to capitalise the sum of £6,106 undivided profits of the Company comprising part of the sum standing to General Reserve and accordingly that the Directors be and they are hereby authorised and directed to appropriate the said sum of £6,106 profits to the members registered as holders of Ordinary Shares on the 22nd day of April 1955 in proportion to the number of such Ordinary Shares then held by them respectively to the nearest whole number and to apply such profits on their behalf in paying up in full 3,063 of the unissued Preference Shares of £1 each and 3,043 of the unissued Ordinary Shares of £1 each, such shares to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid.

2. That the said 3,063 Preference Shares of £1 each and the said 3,043 Ordinary Shares of £1 each as and when issued and fully paid up shall rank *pari passu* respectively in all respects with the existing 9,437 Preference Shares of £1 each and 9,457 Ordinary Shares of £1 each except that such 3,063 Preference Shares of £1 each shall not confer any right to participate in any dividend declared in respect of the half year ending on the 30th day of June 1955.



J. Egan
Secretary.

The Companies Act 1948.



tell Public

COMPANY LIMITED BY SHARES.

Special Resolutions

OF

THE SALISBURY STEAM LAUNDRY LIMITED

Passed 15th March 1956.



AT AN EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened, and held at St. Edmunds Church Street, Salisbury, on the 15th day of March 1956, the following Resolutions were duly passed as Special Resolutions :—

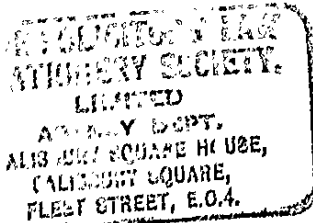
RESOLUTIONS.

1. That the Company's Memorandum of Association be altered as follows :—

(A) With respect to its objects clause by substituting the new clause 3, a printed copy of which has been submitted to this meeting and for the purpose of identification signed by the Chairman for the existing clause 3, and to the exclusion thereof.

(B) By substituting the following clause 5 for the existing clause 5 and to the exclusion thereof :—

"5. The share capital of the Company is £25,000, divided into 25,000 shares of £1 each, with power for the Company to increase or reduce the said capital, and to issue



26 MAR 1956

any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights, or to any conditions or restrictions ; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained."

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

Frankston Chairman.

3. The objects for which the Company is established are—

- (A) To carry on the business of laundry proprietors, dyers, washers, bleachers, dry and wet cleaners, renovators, repairers and invisible menders of clothes, garments, carpets, curtains and fabrics generally and to repair, buy, sell, let on hire or otherwise deal in wool, linen, cotton, cloth, silk and other fabrics and curtains, carpets, towels, clothes of all descriptions and soft goods generally.
- (B) To establish and conduct a launderette, to operate, let on hire and deal in laundry machinery and equipment and to deal in soaps, washing powders, starches and all washing materials.
- (C) To carry on business as proprietors and managers of swimming baths, dance halls, theatres, ice rinks and concert halls, and to present plays, dramas, comedies, operas, burlesques, pantomimes, revues, promenade and other concerts, and musical agents, refreshment caterers, licensed victuallers, tobacconists and confectioners.
- (D) To carry on any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (E) To acquire and undertake the whole or any part of the business property and liabilities of any person or

company carrying on any business which the Company is authorized to carry on or possessed of property suitable for the purposes of this Company.

- (F) To apply for purchase or otherwise acquire any patents brevets d'invention licences concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use exercise develop or grant licences in respect of or otherwise turn to account the property rights or information so acquired.
- (G) To enter into partnership or into any arrangement for sharing profits union of interests co-operation joint adventure reciprocal concession or otherwise with any person or Company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to assist any such person or company.
- (H) To take or otherwise acquire and hold shares in any company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company and to sell hold re-issue with or without guarantee or otherwise deal with the same.
- (I) To establish and support or aid in the establishment and support of any charitable, benevolent or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

- (J) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (K) Generally to purchase take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land buildings easements machinery plant and stock in trade.
- (L) To construct maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (M) To construct improve maintain develop work manage carry out or control any roads ways tramways railways branches or sidings bridges reservoirs watercourses wharves manufactories warehouses electric works shops stores and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to subsidize or otherwise assist or take part in the construction improvement maintenance working management carrying out or control thereof.
- (N) To lay out land for building purposes and to build on improve let on building leases advance money to persons building on or otherwise develop the same in such manner as may seem expedient to advance the Company's interests.
- (O) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (P) To lend money to such persons and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons.
- (Q) To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Company's property both present and future including its uncalled capital and to purchase redeem or pay off any such securities.

- (R) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (S) To draw make accept indorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (T) To undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise.
- (U) To improve manage develop lease enfranchise dispose of turn to account or otherwise deal with all or any part of the property assets and rights of the Company.
- (V) To sell or dispose of or otherwise deal with the undertaking property assets and rights of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares debentures or securities of any other company.
- (W) To adopt such means of making known the business and products of the Company as may seem expedient and in particular by advertising in the press by circulars by purchase and exhibition of works of art or interest by publication of books and periodicals and by granting prizes rewards and donations.
- (X) To do all or any of the above things in any part of the world and as principals agents contractors trustees or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others.
- (Y) To do all such other things as the Company shall think may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

Francis J. ...
Chairman

The Companies Act 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

THE SALISBURY STEAM LAUNDRY LIMITED

(Adopted by Special Resolution passed on the 15th day of March 1956)

PRELIMINARY.

1. The regulations contained in Table A in the First Schedule to the Companies Act 1862 shall not apply to the Company.

2. Subject as hereinafter provided the provisions of Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to this Company.

3. In Clause 1 of Table A the words "and in any Articles adopting the same" shall be inserted between the words "regulations" and "the Act".

CALLS ON SHARES.

4. In Clause 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for payment of the last preceding call" shall be omitted.

PROXIES.

5. The words "but shall be entitled to the same right to address the meeting as the Member appointing him" shall be added to the words "member of the Company" in Clause 68 of Table A.

DIRECTORS.

6. The following clause shall be substituted for clause 75 of Table A, viz. : " Until otherwise determined the number of Directors shall be not less than three nor more than five."

7. The Directors of the Company at the date of the adoption of these Articles are Francis Herbert Wort, Milford Hall, Salisbury, Wilts, John Allen Scholesfield, of "Homeleigh," Grimstead Road, Whaddon, near Salisbury, Wilts, Raymond Alfred Henry Longman, of "Dormers," Bouverie Avenue, South Salisbury, Wilts, and Joseph Legge, of "Summerlands," Harnham Hill, Salisbury, Wilts.

8. The following clause shall be substituted for clause 77 of Table A, viz. :—

" The shareholding qualification of a Director shall be the holding of at least 100 Ordinary Shares in the Company. A Director may act before acquiring his qualification, but he shall acquire his qualification within two calendar months of being appointed a Director."

9. In clause 80 of Table A the words " and the exercise of the said powers shall be subject also to the control and regulation of any general meeting of the Company, specially convened for the purpose " shall be substituted for the words from " subject nevertheless " to " prescribed by the Company in general meeting " inclusive.

10. There shall be added at the end of sub-clause (F) of Clause 88 of Table A the words " and the Directors pass a resolution that he has by reason of such absence vacated his office."

✓ 11. A Director may vote as a Director in regard to any contract or ^{arrangement} ~~contract~~ in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration : and Clause 84 of Table A shall be modified accordingly.

SHARE CAPITAL AND SHARES.

12. (A) The capital of the Company at the date of the adoption of these Articles of Association is £25,000, divided into 12,500 Preference Shares of £1 each and 12,500 Ordinary Shares of £1 each.

(B) The said Preference Shares shall confer upon the holders thereof the right to a fixed cumulative preferential dividend at the rate of £5 per cent. per annum on the capital for the time being paid up thereon and the right in winding up to have the capital paid up thereon and all arrears of dividend up to the date of the commencement of the

winding up paid off in priority to any payment off of capital on the Ordinary Shares but with no further or other right to participate in the profits or assets of the Company. The holders of the Preference Shares shall have the right to attend general meetings but not to vote, except in the following events when they will on a poll have one vote for each share (1) if the Balance Sheet and Accounts as certified by the Auditors show that the preference dividends for the financial year last preceding the meeting have not been earned or (2) on a question of winding up or reconstruction.

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

PENSIONS.

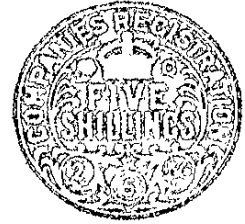
13. The Directors, on behalf of the Company, may pay a pension or allowance on retirement to any Managing Director or to any Director who has held any other salaried office or place of profit with the Company, or to his widow or dependents; and for the purpose of any scheme instituted by the Company for providing pensions, life assurance or other benefits for its employees the Managing Director and Directors holding salaried appointments shall be deemed to be employees of the Company, and may accordingly (if otherwise qualified under the provisions of the scheme) become members thereof and receive and retain all benefits to which they may become entitled thereunder. The Directors may pay out of the Company's moneys any premiums or contributions becoming payable by the Company under the provisions of any such scheme in respect of Directors who are members thereof, and any Director may vote at Meetings of the Directors upon any resolution or matter relating to any such scheme (including resolutions for payment by the Company of contributions thereunder) notwithstanding that he is personally interested in such resolution or matter.

F. H. M.

Frank H. M.
Chairman

110

The Companies Acts 1862 to 1886.



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

THE SALISBURY STEAM LAUNDRY, LIMITED

(As altered by Special Resolution passed on the 15th day of March 1956)

1. The name of the Company is "THE SALISBURY STEAM LAUNDRY, 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 laundry proprietors, dyers, washers, bleachers, dry and wet cleaners, renovators, repairers and invisible menders of clothes, garments, carpets, curtains and fabrics generally and to repair, buy, sell, let on hire or otherwise deal in wool, linen, cotton, cloth, silk and other fabrics and curtains, carpets, towels, clothes of all descriptions and soft goods generally.

(B) To establish and conduct a launderette, to operate, let on hire and deal in laundry machinery and equipment and to deal in soaps, washing powders, starches and all washing materials.

(C) To carry on business as proprietors and managers of swimming baths, dance halls, theatres, ice rinks and concert halls, and to present plays, dramas, comedies, operas, burlesques, pantomimes, revues, promenade and other concerts, and musical agents, refreshment caterers, licensed victuallers, tobacconists and confectioners.

- (D) To carry on any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (E) To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on any business which the Company is authorized to carry on or possessed of property suitable for the purposes of this Company.
- (F) To apply for purchase or otherwise acquire any patents brevets d'invention licences concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use exercise develop or grant licences in respect of or otherwise turn to account the property rights or information so acquired.
- (G) To enter into partnership or into any arrangement for sharing profits union of interests co-operation joint adventure reciprocal concession or otherwise with any person or Company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to assist any such person or company.
- (H) To take or otherwise acquire and hold shares in any company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company and to sell hold re-issue with or without guarantee or otherwise deal with the same.
- (I) To establish and support or aid in the establishment and support of any charitable, benevolent or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons

who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

- (J) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (K) Generally to purchase take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land buildings easements machinery plant and stock in trade.
- (L) To construct maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (M) To construct improve maintain develop work manage carry out or control any roads ways tramways railways branches or sidings bridges reservoirs watercourses wharves manufactories warehouses electric works shops stores and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to subsidize or otherwise assist or take part in the construction improvement maintenance working management carrying out or control thereof.
- (N) To lay out land for building purposes and to build on improve let on building leases advance money to persons building on or otherwise develop the same in such manner as may seem expedient to advance the Company's interests.
- (O) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (P) To lend money to such persons and on such terms as may seem expedient and in particular to customers and

others having dealings with the Company and to guarantee the performance of contracts by any such persons.

- (Q) To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Company's property both present and future including its uncalled capital and to purchase redeem or pay off any such securities.
- (R) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (S) To draw make accept indorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (T) To undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise.
- (U) To improve manage develop lease enfranchise dispose of turn to account or otherwise deal with all or any part of the property assets and rights of the Company.
- (V) To sell or dispose of or otherwise deal with the undertaking property assets and rights of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares debentures or securities of any other company.
- (W) To adopt such means of making known the business and products of the Company as may seem expedient and in particular by advertising in the press by circulars by purchase and exhibition of works of art or interest by publication of books and periodicals and by granting prizes rewards and donations.
- (X) To do all or any of the above things in any part of the world and as principals agents contractors trustees or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others.
- (Y) To do all such other things as the Company shall think may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £25,000 divided into 25,000 Shares of £1 each with power for the Company to increase or reduce the said capital, and to issue any part of its capital, original or increased, with or without any preference priority or special privilege or subject to any postponement of rights, or to any conditions or restrictions: and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

It is hereby certified that this is a true copy of the Memorandum of Association as altered by Special Resolution passed the 15th day of March 1956.

J. Hagg

Director and Secretary.

* By Resolution passed on the 10th April 1919 the original capital of £3000 was increased to £10,000

By Resolution passed on the 29th November 1932 the capital was increased to £25,000.

30,733 / 110

The Companies Act, 1948



COMPANY LIMITED BY SHARES

Special Resolution

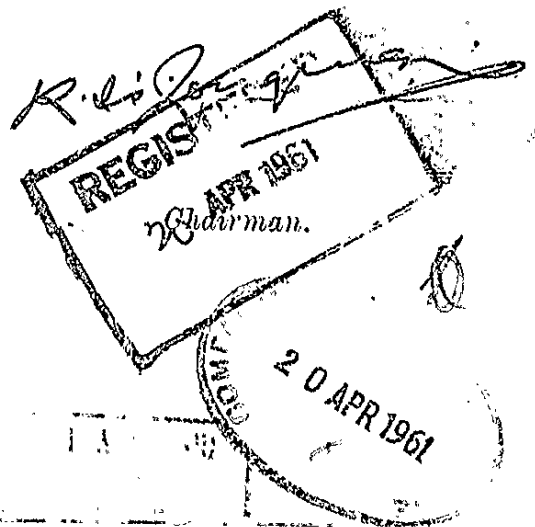
OF

THE SALISBURY STEAM LAUNDRY LIMITED

Passed 29th March, 1961

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at St. Edmund's Church Street, Salisbury, on Wednesday, the 29th day of March, 1961, the following RESOLUTION was passed as a SPECIAL RESOLUTION:—

That the name of the Company be changed to "THE SALISBURY LAUNDRY LIMITED."



No. C



Company Number.....30733.....

B

Reference: C.R. 98/954/61



BOARD OF TRADE,

COMPANIES ACT, 1948

.....SALISBURY STEAM LAUNDRY,..... Limited

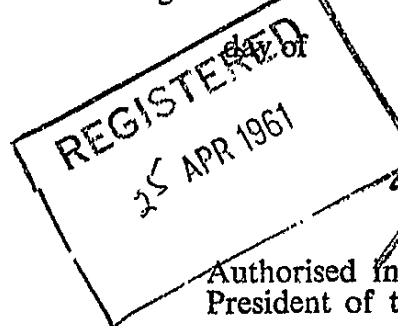
Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to THE SALISBURY LAUNDRY LIMITED

Signed on behalf of the Board of Trade

this twenty-fifth

day of

April 19 61.



Authorised in that behalf by the President of the Board of Trade

No. C. 60.

7

DUPLICATE FOR THE FILE.

No. 30733



Certificate of Incorporation on Change of Name

Whereas

SALISBURY STEAM LAUNDRY, LIMITED

was incorporated as a limited company under the

Companies Acts, 1862 to 1886,

on the **thirty-first** day of **January, 1890**

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

THE SALISBURY LAUNDRY LIMITED

Given under my hand at London, this **twenty-fifth** day of

April One thousand nine hundred and sixty one.

Certificate received by

Assistant Registrar of Companies.

Date

691



(21)

The Companies Act, 1948

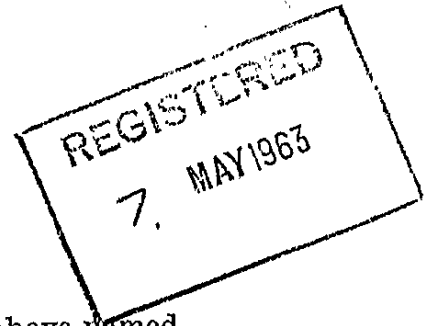
COMPANY LIMITED BY SHARES

Special Resolution

OF

THE SALISBURY LAUNDRY LIMITED

Passed 29th April, 1963

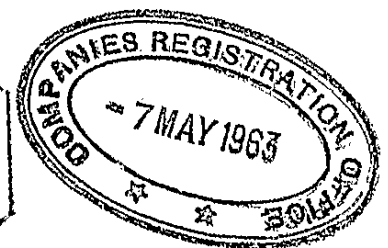
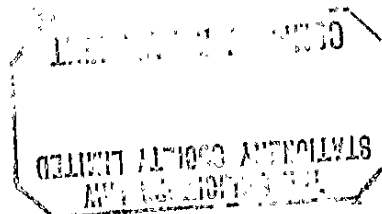


AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 14 Rollestone Street, Salisbury, on Monday, 29th April, 1963, the following RESOLUTION was passed as a SPECIAL RESOLUTION:—

That the name of the Company be changed to
"NOVA HOLDINGS (SALISBURY) LIMITED."

J. L. L...

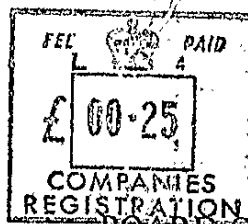
Chairman.



No 30733



B



57-

Reference: C.R.98/6231/62

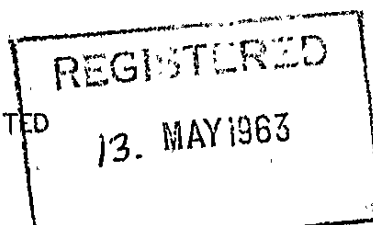
BOARD OF TRADE

COMPANIES ACT, 1948

THE SALISBURY LAUNDRY LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

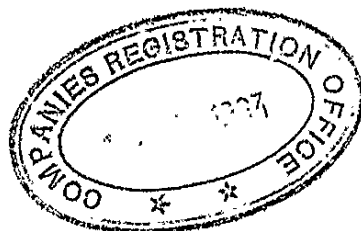
NOVA HOLDINGS (SALISBURY) LIMITED



Signed on behalf of the Board of Trade

this THIRTEENTH DAY OF MAY

ONE THOUSAND NINE HUNDRED AND SIXTY THREE.



L. S. Whitfield

No. C. 60.

Authorised in that behalf by the
President of the Board of Trade

30733

122

DUPLICATE FOR THE FILE.



Certificate of Incorporation on Change of Name **Whereas**

THE SALISBURY LAUNDRY LIMITED

as incorporated as a limited company under the
Companies Acts, 1862 to 1886,
the **thirty-first** day of **January, 1890**

And whereas by special resolution of the Company and with the approval
the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company
incorporated under the name of

NOVA HOLDINGS (SALISBURY) LIMITED

Given under my hand at London, this **thirteenth** day of

May One thousand nine hundred and sixty **three.**

Certificate received by
THE SOLICITORS LAW
STATISTICAL SOCIETY LIMITED,
Post Office House, PRINCE BUILDINGS,
FETTER LANE,
LONDON, E.C.4.
COMPANY DEPARTMENT
date **4 MAY 1963**

L. S. Whitfield.
Assistant Registrar of Companies.

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

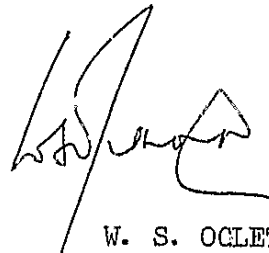
of

NOVA HOLDINGS (SALISBURY) LIMITED

Passed 22nd July 1974

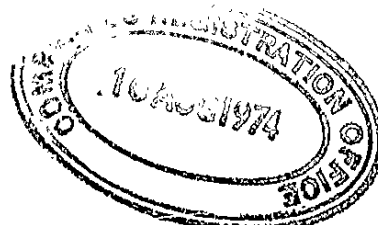
AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 14 Rolleston Street, Salisbury, on Monday 22nd July 1974 the following RESOLUTION was passed as an Ordinary RESOLUTION:-

That the Capital of the Company be increased to £100,000 by the creation of 75,000 additional Ordinary Shares of £1 each.



W. S. OCLETHORPE
Secretary

REICHMANN & WING LIMITED
Russell House,
40 Silver Street,
London, N18 2XZ
Telephone: 01-803 3036/3028



No. of Company 30733 / 139

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

the Registrar of Companies

of Company NOVA HOLDINGS (SALISBURY) Limited*

hereby gives you notice that by ordinary/~~extraordinary~~/~~special~~* resolution of the company dated the
22nd July 1974

....., the nominal capital of the company has been increased by the
addition thereto of a sum of £ 75000 beyond the registered capital of £ 25000

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
75000	Ordinary	£1

The conditions (e.g. voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

The new shares to rank pari passu in all respects with the existing shares

Signed
State whether
Director or Secretary Secretary
Date 23rd Aug 1974

* Delete "Limited" if not applicable
** Delete as necessary

(see notes overleaf)

Presented by:

REICHMANN & WING LIMITED

Russell House,
40 Silver Street,
London, N18 2XZ

Presenter's reference:

Telephone: 01-803 3036/3028



Form No. 10

NOTES

The Notice and a copy of the resolution authorising the increase must be forwarded to the Registrar of Companies within 15 days after the passing of the resolution.

Registration fees payable on an increase of share capital

No additional registration fees are payable if the new total of nominal capital does not exceed £2000. Any increase in the nominal capital which brings the total above this figure of £2000 attracts an additional fee as follows:-

£1	for every £1,000 or part £1,000 from £ 2,001 - £ 5,000
25p	" " £1,000 " " £1,000 from £ 5,001 - £100,000
5p	" " £1,000 " " £1,000 from £100,001 - £525,000

No fee is payable for increases beyond £525,000

14 ROLLESTONE STREET
SALISBURY
WILTSHIRE SP1 4DZ

NOVA HOLDINGS (SALISBURY) LIMITED

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the above named Company will be held at 14 Rollestone Street, Salisbury, Wiltshire on 2nd April, 1976 at 11.15 a.m. in the forenoon for the purpose of considering, and (if thought fit) passing the following Resolution which will be proposed as an Ordinary Resolution viz:—

That upon the recommendation of the Directors it is desirable to capitalise the sum of £12,494 being £509.18 standing on the General Reserve Account and £7,402.82 part of the balance on the Profit and Loss Account and that such total sum of £12,494 be capitalised accordingly and that the Directors be and they are hereby authorised and directed to appropriate the said sum hereby resolved to be capitalised to the persons who at the close of business on the 8th day of March, 1976 are registered as the holders of the Ordinary Shares in the capital of the Company as far as possible in the proportion of £1 for every two Ordinary Shares of £1 each held by them respectively at the close of business on the 8th day of March, 1976 and to apply such sum on their behalf in paying up in full at par the appropriate number of unissued Ordinary Shares of £1 each such Shares to be allotted and distributed (ranking for any Interim and Final dividends to be declared in respect of the year ending 31st December 1976) credited as fully paid up and by way of capitalisation of reserves to and amongst such persons in the proportion aforesaid and that such Shares shall rank for all purposes *pari passu* with the existing issued Ordinary Shares of the Company but so that no member of the Company shall be allotted any fractional part of a share but that all new shares representing fractions shall be allotted to trustees upon the terms that they shall sell the same and account for the net proceeds to those members entitled to fractional parts of a share.

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.

Dated this 8th day of March, 1976.

By Order of the Board

W. S. OGLETHORPE
Secretary

150

The Companies Act, 1948

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

ORDINARY RESOLUTION

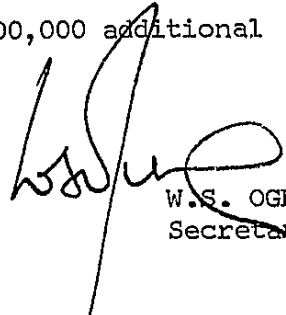
of

NOVA HOLDINGS (SALISBURY) LIMITED

Passed 5th April 1978

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened, and held at 4 New Street, Salisbury, Wiltshire on
Wednesday 5th April, 1978 the following RESOLUTION was passed as
an Ordinary RESOLUTION:-

That the Capital of the Company be increased to
£400,000 by the creation of 300,000 additional
Ordinary Shares of £1 each.


W.S. OGLETHORPE
Secretary

59

12/11/78

No. of Company.... 30733 / 153

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company..... NOVA HOLDINGS (SALISBURY)..... Limited*

hereby gives you notice that by ordinary/~~extraordinary~~/special* resolution of the company dated the
.....5th April 1978....., the nominal capital of the company has been increased by the
addition thereto of a sum of £ 300,000.....beyond the registered capital of £ 100,000.....

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
300,000	Ordinary	£ 1

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:-

(If any of the shares are preference shares state whether they are redeemable or not)

To rank pari passu with existing ordinary shares in all respects

Signed..... 

State whether Secretary
Director or Secretary.....

Date..... 27th April, 1978

* Delete "Limited" if not applicable

** Delete as necessary

(see notes overleaf)

Presented by:

W. S. Oglethorpe Esq.,
4, New Street,
Salisbury,
Wiltshire.

Presentor's reference: O/

Form No.10



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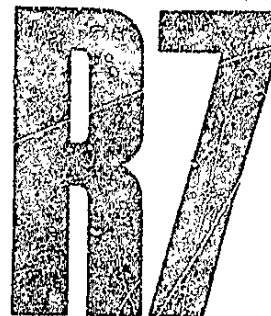
*Insert full
name of company

THE COMPANIES ACTS 1948 TO 1980

Application by an old public company for re-registration as a public company

Pursuant to section 8(3) of the Companies Act 1980

Form No. R7



For official use

11612

Company number

30733

Name of company

NOVA HOLDINGS (SALISBURY) LIMITED

hereby applies to be re-registered as a public company under the Companies Acts 1948 to 1980 by the
name of Nova Holdings (Salisbury) p.l.c.

and, for that purpose, delivers the undermentioned documents for registration under the said Acts.

*delete as
appropriate

Signed

(W.S. OGLETHORPE)

Director

[Secretary]† Date

2nd March 1982

Documents delivered for registration with this application

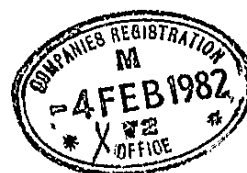
- 1 Printed copy of Memorandum as altered in pursuance of the Directors resolution under section 8(4) of the Companies Act 1980
- 2 Declaration made by a Director or the Secretary (on Form No. R8) of the company verifying that a Directors Resolution under section 8(3) of the Companies Act 1980 has been passed and that the conditions specified in section 8(11) have been satisfied.

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

W. S. Oglethorpe
4 New Street,
Salisbury,
Wiltshire.
SP1 2QJ

For official use
General section

Post room





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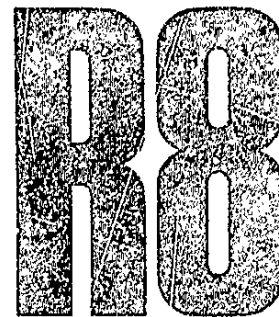


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in black type, or
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THE COMPANIES ACTS 1948 TO 1980

Declaration by Director or Secretary on application by an old public company for re-registration as a public company

Pursuant to section 8(5)(b) of the Companies Act 1980



For official use

1163

Company number

30733

Name of company

NOVA HOLDINGS (SALISBURY)

Limited

I, WILLIAM STUART OGLETHORPE

of 4 NEW STREET, SALISBURY, WILTSHIRE SP1 2QJ

*delete as
appropriate

being [the secretary] [a director]* of the above named company, do solemnly and sincerely declare that:

- 1 the directors have passed a resolution complying with section 8(4) of the Companies Act 1980 that the company should be re-registered as a public company; and
- 2 the conditions specified in section 8(11) of the Companies Act 1980 were satisfied at the time of the resolution.

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 Salisbury in Wiltshire

Signature of Declarant

the second day of March

One thousand nine hundred and eighty two

before me

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

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

W. S. Oglethorpe,
4 New Street,
Salisbury,
Wiltshire.
SP1 2QJ

For official use
General section

Post room



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The Companies Act 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

NOVA HOLDINGS (SALISBURY) P.L.C.

(As altered by resolution of the Directors dated 22nd February 1982)

-
1. The name of the Company is "NOVA HOLDINGS (SALISBURY) P.L.C."
 2. The Company is to be a public company.
 3. The registered office of the Company will be situate in England and Wales.
 4. The objects for which the Company is established are-
 - (A) To carry on the business of laundry proprietors, dyers, washers, bleachers, dry and wet cleaners, renovators, repairers and invisible menders of clothes, garments, carpets, curtains and fabrics generally and to repair, buy, sell, let on hire or otherwise deal in wool, linen, cotton, cloth, silk and other fabrics and curtains, carpets, towels, clothes of all descriptions and soft goods generally.
 - (B) To establish and conduct a launderette, to operate, let on hire and deal in laundry machinery and equipment and to deal in soaps, washing powders, starches and all washing materials.
 - (C) To carry on business as proprietors and managers of swimming baths, dance halls, theatres, ice rinks and concert halls, and to present plays, dramas, comedies, operas, burlesques, pantomimes, revues, promenade and



other concerts, and musical agents, refreshment caterers, licensed victuallers, tobacconists and confectioners.

- (D) To carry on any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (E) To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on any business which the Company is authorized to carry on or possessed of property suitable for the purposes of this Company.
- (F) To apply for purchase or otherwise acquire any patents brevets d'invention licences concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use exercise develop or grant licences in respect of or otherwise turn to account the property rights or information so acquired.
- (G) To enter into partnership or into any arrangement for sharing profits union of interests co-operation joint adventure reciprocal concession or otherwise with any person or Company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to assist any such person or company.
- (H) To take or otherwise acquire and hold shares in any company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company and to sell hold re-issue with or without guarantee or otherwise deal with the same.
- (I) To establish and support or aid in the establishment and support of any charitable, benevolent or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of

such persons and of their wives, widows, children, and other relatives and dependents.

- (J) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (K) Generally to purchase take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land buildings easements machinery plant and stock in trade.
- (L) To construct maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (M) To construct improve maintain develop work manage carry out or control any roads ways tramways railways branches or sidings bridges reservoirs watercourses wharves manufactories warehouses electric works shops stores and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to subsidize or otherwise assist or take part in the construction improvement maintenance working management carrying out or control thereof.
- (N) To lay out land for building purposes and to build on improve let on building leases advance money to persons building on or otherwise develop the same in such manner as may seem expedient to advance the Company's interests.
- (O) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (P) To lend money to such persons and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons.
- (Q) To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Company's property both present and future including its uncalled capital and to purchase redeem or pay off any such securities.
- (R) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

- (S) To draw make accept indorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (T) To undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise.
- (U) To improve manage develop lease enfranchise dispose of turn to account or otherwise deal with all or any part of the property assets and rights of the Company.
- (V) To sell or dispose of or otherwise deal with the undertaking property assets and rights of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares debentures or securities of any other company.
- (W) To adopt such means of making known the business and products of the Company as may seem expedient and in particular by advertising in the press by circulars by purchase and exhibition of works of art or interest by publication of books and periodicals and by granting prizes rewards and donations.
- (X) To do all or any of the above things in any part of the world and as principals agents contractors trustees or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others.
- (Y) To do all such other things as the Company shall think may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

5. The liability of the members is limited.

6. The share capital of the Company is £400,000 divided into 12,500 Cumulative Preference Shares of £1 each and 387,500 Ordinary Shares of £1 each with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference priority or special privilege or subject to any postponement of rights, or to any conditions or restrictions: and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

FILE COPY



CERTIFICATE OF INCORPORATION ON RE-REGISTRATION AS A PUBLIC COMPANY

No. 30733 / 165

I hereby certify that

NOVA HOLDINGS (SALISBURY) P.L.C.

has this day been re-registered under the Companies Acts 1948 to 1980 as a public company, and that the company is limited.

Dated at Cardiff the 8TH APRIL 1982

A handwritten signature in dark ink, appearing to read 'J. Hayman', written over a faint circular stamp.

Assistant Registrar of Companies

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MINUTES of a Meeting of the Directors
of Nova Holdings (Salisbury) Limited
held at 4 New Street, Salisbury, Wiltshire
at 11 a.m. on Monday 22nd February 1982

PRESENT: Mr. P. B. Gibbs Chairman
Mr. J. Legge
Mr. R. I. H. Longman
Mr. R. R. F. Baker
Mr. W. S. Oglethorpe Secretary
Mr. Thompsett (Fletcher & Partners)
Auditor
(In attendance for the first part of meeting).
Mr. Antrobus Surveyor
(In attendance for the second part of the meeting).

1477 Accounts for 1981 - Declaration of final dividend and arrangements for the Annual General Meeting (1418)

Mr. Thompsett presented the draft accounts. It was proposed seconded and resolved that a final dividend of 4% on the ordinary shares be paid to shareholders registered on 22nd February 1982 immediately after the Annual General Meeting subject to approval by that meeting. It was also resolved that a proposal be put to the Annual General Meeting that the Directors fees be increased by one hundred pounds per Director per annum beginning at 1st January 1982. The date of the Annual General Meeting was confirmed as 5th April 1982 at 11 a.m. While discussing the accounts a bill from Myddelton and Major for £985.66 in respect of the negotiations on Tisbury Printing Works rent review was passed for payment.

1478 Re-registration as a public limited company (1473)

After discussion of the advantages and disadvantages of registering as a private company or re-registering as a public limited company it was resolved as follows:-

That the Company be re-registered as a public company under the Companies Acts 1948 to 1980 by the name of "Nova Holdings (Salisbury) public limited company" and that its memorandum of association be amended accordingly as follows namely:-

1. In clause 1 by the substitution for the word "Limited" of the letters "P.L.C.".
2. By the insertion after clause 1 of the following new clause "2. The Company is to be a public company".
3. In clause 2 by the substitution for the word "England" of the words "England and Wales".
4. By renumbering clauses 2, 3, 4 and 5 as clauses 3, 4, 5 and 6.

It was also agreed that the filing of the resolution and other necessary work in connection with re-registration as a public limited company should be done by Pye-Smiths, the Company's Solicitors or by Company Agents provided that the cost would not exceed £150.

(1479) Warminster Property Future Developments (1469)

Mr. Antrobus produced plans of proposed alterations at High Street, Warminster intended to improve the existing shops and to convert 3 residential flats into offices. After discussion it was agreed:-

- (a) That the work should be agreed to in principle at an estimated cost of £12,500 approximately.



(b) That before anything else was done the consent of Mr. White the Jeweller the tenant of number 5 High Street must be obtained. It was agreed that the Chairman and Mr. Antrobus should negotiate with him for the release of his present store and window space at the back of the Arcade in exchange for a larger store, toilet accommodation etcetera. The negotiators should endeavour to get him to agree to pay the same rent but if necessary they were authorised to agree to a reduction of £250 per annum.

(c) The plans should also be put to West Country Cleaners the tenants of number 9 High Street who should not be asked for additional rent as their rent review was rather near but who would be expected to take additional toilet and storage accommodation into their tenancy so that it would be reflected in the next rent review.

(d) Parking should be arranged behind the present building if possible leaving the area at the bottom of the hill empty in case it should be needed for another development.

(e) That the tenant of the flat should be informed of what was proposed.

(f) As soon as the tenants of 5 and 9 High Street had agreed to the proposals planning permission and building regulation consent should be sought.,

(g) As soon as planning permission was received a specification should be prepared and tenders obtained. The tenders should allow for the possibility that new tenants of the converted premises might do decorating and fitting out themselves.

(h) The aim should be to start work on the renovations in June if possible.

(i) Pearsons the Estate Agents should be informed of the proposals. It was agreed in principle that they should let the flats and they could be authorised to give particulars to anybody who enquired after office premises of that nature.

(j) It was accepted that the Company would pay for work done by Mr. Antrobus in connection with these plans.

1480 Tisbury Printing Works (1462)

There was nothing to report.

1481 14 Rolleston Street (1463)

The Secretary had reported that owing to an over-sight the tenant had not been asked for the increased rent for 1981 and apparently had not realised that increased rent was due either. He had asked for time to pay the arrears of £2,000 and the Secretary had provisionally agreed that he could pay on March 25th 1982 provided he paid interest to that date from 25th December 1981 at 15 1/4%. This action was confirmed.

In the recent very cold weather water pipes had frozen and subsequently burst and there had been considerable damage through flooding. The work was estimated to cost approximately £2,200. The Secretary reported that he had asked Mr. S. S. Dixon of Bothams Brown and Dixon to advise on whether the proposed repair work would bring the property satisfactorily back to the appropriate condition to comply with the Landlords covenants and this he had done. The Company had made the claim on behalf of the tenant to the Insurance Company as it was obliged to do so as being the actual insured party under the policy. The loss adjuster sent by the Insurance Company had attempted to introduce averaging into the compensation to be paid but the Secretary had strongly resisted this and the Insurance Company had agreed that there would be no averaging. His actions were confirmed.

On this particular occasion the Secretary had been able to draw the attention of the Insurance Company to their own letter in February 1981 saying they felt the cover was adequate. The Insurance Company had now said that they would not in future wish to be bound by any similar expression of opinion and they would expect the Company to obtain professional advice as to the proper figure to cover building replacement costs. The Secretary therefore proposed to obtain suggested figures per square foot for the various parts of the Company's property from Mr. S. S. Dixon and to use these in recalculating the proper insurance cover as from 25th March 1982. This might well result in a fee from Mr. Dixon but the Secretary felt this was inevitable. He considered that it was most important to make sure that the question of averaging did not arise at any time in the future. His proposals were agreed and confirmed.

1482 12 Salt Lane (1464)

There was nothing to report.

1483 14 Salt Lane (1465)

There was nothing to report.

1484 15 St. Edmunds Church Street (1466)

The Secretary reported that nothing had been received from the Department of Environment as tenant in the way of agreeing to deal with repairs and painting to the outside of the premises. He explained that the Lease provided for painting to be done at specific intervals. He would however check on the position and follow it up.

1485 13 St. Edmunds Church Street (1467)

There was nothing to report.

1486 11 St. Edmunds Church Street (1468)

The Secretary reported that he had just received the duplicate Licence to sub-let to Shepherds completed by the tenant, which brought that particular matter to a close.

1487 Warminster Property (1469)

The Secretary reported that during the very cold weather first of all the tenant Mrs Cornelius had reported that her water supply was completely frozen. As Mr. Isaacs who usually did the Company's repairs from Salisbury would be unable to get to Warminster because the roads were blocked the Secretary had arranged with Pearsons the Agents for a local plumber to provide some water for Mrs Cornelius. The trouble resulted from the fact that her water supply ran through the empty flats beneath her own flat and no matter how much she warmed her own flat she would make no difference to the freezing up of the main water supply. At the same time in the snow storm the door of an empty flat had blown open and a considerable amount of snow had got in and all the pipes had frozen. When the thaw came there were burst pipes because the stop-cocks although turned off appeared to have dripped and the pipes to have filled again. Butchers of Warminster had been called in and had done certain work providing Mrs Cornelius with a stand pipe. Subsequently further pipes had melted and burst because more plumbing in other parts of the building was connected to it and further work had been needed. Finally Mrs Cornelius had to have a new wash basin because hers had always been cracked and the frost had finally broken it. He was unable to say what the cost of these repairs would be but had told Pearsons to retain rent in hand to cover these repairs if possible. Pearsons had indicated that they would not be able to deal with future emergencies on the basis of their commission on collecting the rent of one flat and this was noted. It was hoped that these kind of problems would not occur again.

1488 Investments (1472)

Various possible investments were considered. It was agreed not to proceed with a possible purchase at 3 George Street, Warminster or Chisenbury Court, Enford, Near Pewsey.

Four shops in Portswood Road, Southampton were considered and Mr. Longman reported on a preliminary inspection he had made. After discussion it was agreed that £90,000 might be offered for the property through Pearsons in the first instance. If the matter went further there should be a survey by Mr. Dixon and the Secretary was asked to enquire why the tenants of two of the premises seemed to be leaving. Pearsons would require payment as they were not retained by the Vendor. The Secretary was instructed to ask if they would accept 1% of the purchase price for their services and was authorised to go up to 1½% if necessary.

1489 Date of Next Meeting (1476)

It was agreed that the next Directors Meeting should be at 10.30 a.m. on 5th April 1982 prior to the Annual General Meeting and that the first business should be preparation for the Annual General Meeting.

1490 Share Certificate

The Secretary reported that Mrs Florence Eleanor Maud Loft had died on 23rd January 1981 and probate had been granted on 3rd June 1981 to Lloyds Bank Limited Trustee Department. Certificate number 467 for 99 shares dated 22nd July 1974, certificate number 540 for 99 shares dated 2nd April 1976 and certificate number 616 for 1188 shares dated 5th April 1978 had been lost and careful search had not revealed the certificates or any of them. The Executors had given the Company an indemnity against the consequences of issuing a fresh certificate for 1386 ordinary shares in place of the lost certificates. It was agreed that a new certificate should be issued against the indemnity.

5th April 1982



30733

At an Extraordinary General Meeting of the Company held on 28th March 1994 at 4 New Street, Salisbury, Wiltshire SP1 2QJ the following Special Resolution was passed.

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended by inserting the following additional Articles which will be numbered 14, 15 and 16:-

14. Subject to the provisions of the Companies Act 1985, the Company may purchase its own shares (including any redeemable shares), and, if at the time the Company is a private company, may make a payment in respect of any such purchase otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares. Clause 10 in Table A shall not apply to the Company.
15. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the Directors so resolve, be forfeited and cease to remain owing by the Company.
16. The Company shall be entitled to sell any share of a member or any share to which a person is entitled by transmission or bankruptcy if and provided that:
 - (a) for a period of 12 years no cheque or warrant sent by the Company through the post in a pre-paid letter addressed to the member, or to the person entitled by transmission or bankruptcy, at his address on the register or other the last known address given by the member, or the person so entitled by transmission or bankruptcy, to which cheques, dividends and warrants are to be sent, has been cashed and no communication has been received by the Company from the member, or the person so entitled by transmission or bankruptcy, and during such period at least 3 dividends in respect of the shares in question have been paid by the Company;
 - (b) the Company has at the expiration of the said period of 12 years by advertisement in both a national daily newspaper and a newspaper circulating in the area in which the last known address of the member or the last address within the UK supplied by him to the Company for the giving of notices is located, given notice of its intention to sell such shares or stock; and
 - (c) the Company has not during the further period of 3 months after the date of the advertisement and prior to the exercise of the power of sale received any communication from the member or person entitled by transmission or bankruptcy;

To give effect to any such sale, the Company may appoint any person to execute as transferor an instrument of transfer of such shares and such instrument of transfer shall be as effective as if it had been executed by the registered holder of or person entitled by transmission or bankruptcy to such shares. The Company shall account to the member or other person entitled to such shares for the net proceeds of such sale by carrying all monies in respect thereof to a separate account which shall be a permanent debt of the Company, and the Company shall be deemed to be a debtor and not a trustee in respect thereof for such member or other person. Monies carried to such separate account may either be employed in the business of the Company or invested in such investments (other than shares of the Company) as the directors may from time to time think fit. No interest shall be payable in respect of the net proceeds and the Company shall not be required to account for any money earned on the same. If after the further period of twelve years the Company has received no further communication from the member or other person entitled by transmission or bankruptcy, and the directors so resolve, the debt shall be deemed to be cancelled and shall cease to remain owing by the Company.

per Chudleigh
Secretary 28/3/94

