

Number of Company: 149159  
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

THIS RESOLUTION SUPERSEDES  
THE RESOLUTION FILED ON 26  
JULY 1995 WHICH CONTAINS A  
TYPING ERROR. THE REFERENCE  
TO 3(a) HAS BEEN AMENDED TO  
4(1)

**SPECIAL RESOLUTION**

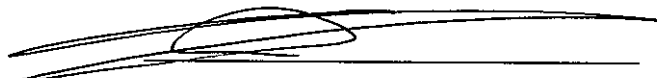
pursuant to Section 378 of the Companies Act 1985  
of JACKSON SHIPLEY (RYLAND) LIMITED

Passed on 25 July 1995

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at Pelham House, Canwick Road, Lincoln, LN5 8HG on 25 July 1995, the following SPECIAL RESOLUTIONS were duly passed:—

1. THAT the name of the Company be changed to JACKSON LEASING LIMITED.
2. THAT the Memorandum of Association of the Company be altered by deleting sub-clause (1) of Clause 4 and by substituting therefor the following new sub-clause:

(1) To carry on business as a general commercial company and, without prejudice to the generality of the foregoing, all or any of the businesses of manufacturers, merchants, agents for the sale of, importers, exporters, servicers, repairers, fitters, furnishers, hirers and letters on hire of, and dealers in new and secondhand motor cars, motor cycles, scooters, vans, boats, aircraft, caravans, trailers, lorries and other vehicles and craft, and of, for, and in spares, accessories, engines, implements, tools, furnishings and supplies of every description, proprietors, owners and operators of a car hire and taxi-cab service, chauffeur service, self-drive car hire service, garages and petrol filling stations, repairing, hiring and other depots, driving instructors, motor engineers, mechanical, aeronautical, marine, electrical, television, wireless and general engineers, panel beaters, painters and sprayers, machinists, smiths, welders and metal workers, joiners, cabinet makers and carpenters, french polishers and upholsterers, coach and body builders, timber merchants, haulage and transport contractors, tourist and insurance agents, hire purchase agents and financiers, estate and building society agents, property dealers and developers, proprietors, operators and letters on hire of caravan and camping sites, motor car and trailer parks and all accommodation and conveniences required in connection therewith, manufacturers, merchants of and factors of, agents for and dealers in radio and television sets and electrical and mechanical goods and accessories, cafe, restaurant and motel proprietors, refreshment caterers and contractors, provision merchants, bakers, confectioners, tobacconists and newsagents, and coal, coke and patent fuel merchants, and general merchants, agents and traders and to carry on any other trade or business whether subsidiary or not which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid or which in the opinion of the Company will enhance the value of any of the Company's property.



**Chairman/Director/Secretary**

This copy to be signed by a director or the secretary of the Company or the chairman of the Meeting and returned to York Place Company Services Limited for filing at Companies House within 15 days of passing the special resolution.

Presenter



# **THE COMPANIES ACT 1985**

## **COMPANY LIMITED BY SHARES**

### **MEMORANDUM OF ASSOCIATION OF**

### **JACKSON LEASING LIMITED**

1\*. The name of the Company is JACKSON LEASING LIMITED.

2. The Company is to be a private company.

3. The registered office of the Company will be situate in England.

4\*\*. The objects for which the Company is established are:-

(1) To carry on all or any of the businesses of manufacturers, merchants, agents for the sale of, importers, exporters, servicers, repairers, fitters, furnishers, hirers and letters on hire of, and dealers in new and secondhand motor cars, motor cycles, scooters, vans, boats, aircraft, caravans, trailers, lorries and other vehicles and craft, and of, for, and in spares, accessories, engines, implements, tools, furnishings and supplies of every description, proprietors, owners and operators of a car hire and taxi-cab service, chauffeur service, self-drive car hire service, garages and petrol filling stations, repairing, hiring and other depots, driving instructors, motor engineers, mechanical, aeronautical, marine, electrical, television, wireless and general engineers, panel beaters, painters and sprayers, machinists, smiths, welders and metal workers, joiners, cabinet makers and carpenters, french polishers and upholsterers, coach and body builders, timber merchants, haulage and transport contractors, tourist and insurance agents, hire purchase agents and financiers, estate and building society agents, property dealers and developers, proprietors, operators and letters on hire of caravan and camping sites, motor car and trailer parks and all accommodation and conveniences required in connection therewith, manufacturers, merchants of and factors of, agents for and dealers in radio and television sets and electrical and mechanical goods and accessories, cafe, restaurant and motel proprietors, refreshment caterers and contractors, provision merchants, bakers, confectioners, tobacconists and newsagents, and coal, coke and patent fuel merchants, and general merchants, agents and traders and to carry on any other trade or business whether subsidiary or not which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid or which in the opinion of the Company will enhance the value of any of the Company's property.

- (2) To carry on all or any of the trades or businesses of ironmongers and hardware dealers, builders, painters, decorators, plumbers, metal and alloy workers, engineers, electricians, sanitary engineers, gas engineers, joiners, coal, coke and fuel merchants, garage proprietors and storage contractors
- (3) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company
- (4) To acquire by any means any real or personal property or rights whatsoever, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company
- (5) To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the Company
- (6) To make experiments in connection with any business or proposed business of the Company and to experiment upon, test or improve any patents, inventions or rights which the Company may acquire or proposed to acquire
- (7) To acquire and undertake the whole or any part of the business property and liabilities of any company or person carrying on or proposing to carry on any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit or possessed of any property suitable for the purposes of the Company
- (8) To pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up or otherwise
- (9) To acquire and hold shares, debentures or other securities of any other company and otherwise invest and deal with the moneys of the Company
- (10) To lend money or give credit to such persons on such terms as may seem expedient
- (11) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability
- (12) To guarantee the performance of any obligation by any person whatsoever and to give such indemnities as may seem expedient
- (13) To guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and other moneys payable on or in respect of any debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company as defined by Section 736 of the Companies Act 1985, of the Company or another subsidiary of such holding company or otherwise associated with the Company in business or through shareholdings and to do any of the foregoing either with or without

receiving any payment or other consideration or benefit therefor and either in connection with any other business, activity or transaction or as a business, activity or transaction by itself

(14) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments

(15) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time Directors or officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid

(16) To establish and subsidise or subscribe money to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company or person as is mentioned in the immediately preceding paragraph of this clause and to make payments for any charitable, benevolent, public, general or useful object

(17) To enter into any arrangements with governments or authorities (supreme, municipal, local or otherwise) or any person or company that may seem conducive to the objects of the Company or any of them and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with the same

(18) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company

(19) To enter into any partnership or arrangement for sharing profits, co-operation or union of interest with any company or person engaged or interested in any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit

(20) To establish or promote or join in the establishment or promotion of any other company for the purpose of acquiring and undertaking the whole or any part of the business, property and liabilities of the Company or the promotion of which shall be calculated to benefit the Company and to acquire and hold any shares, debentures or other securities of any such company

(21) To amalgamate with any other company

(22) To dispose by any means of the whole or any part of the undertaking or property of the Company

(23) To distribute any of the Company's property among the members in specie

(24) To cause the Company to be registered or recognised in any part of the world

(25) To do all or any of the above things in any part of the world and either as principal, agent, trustee, contractor or otherwise and either alone or in conjunction with others and by or through agents, trustees, sub-contractors or otherwise

(26) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them

And it is hereby declared that:-

(A) the word "company" in this clause, except where used in reference to this Company, 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

(B) each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no way 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 £500,000

\* The name of the Company was changed from JACKSON SHIPLEY (RYLAND) LIMITED with effect from 1 August 1995.

\*\* Clause 4(1) was altered by special resolution dated 25 July 1995.

# **THE COMPANIES ACT 1985**

## **PRIVATE COMPANY LIMITED BY SHARES**

### **ARTICLES OF ASSOCIATION OF**

#### **JACKSON LEASING LIMITED**

##### **INTERPRETATION**

1. In these Articles if not inconsistent with the subject or context the following words and expressions shall have the following meanings

"The Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force

"Table A" means Table A in the schedule to the Companies (Tables A-F) Regulations 1985

##### **TABLE A**

2. The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

##### **SHARE CAPITAL**

3. The provisions of section 89(1) of the Act shall not apply to the Company.

4. Any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.

5. Subject to the provisions of the Act, the Company may purchase any of its own shares.

6. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase, pursuant to articles 5 or 6 (as the case may be) of any of its own shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares.

##### **PROCEEDINGS AT GENERAL MEETINGS**

7. In the case of a corporation the signature of a director or the secretary thereof and in the case of joint holders of a share the signature of any of one such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A.

8. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

9. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 54 of Table A.

## **DIRECTORS**

10. A director shall not be required to hold any qualification shares in the Company.

## **POWERS AND DUTIES OF DIRECTORS**

11. Subject to the provisions of the Act a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 85 of Table A shall be modifying accordingly.

12. It shall not be necessary for the directors to sign a book recording their attendance at meetings of directors and regulation 100 of Table A shall be modified accordingly.

## **APPOINTMENT AND DISQUALIFICATION OF DIRECTORS**

13. Without prejudice to the powers of the Company under section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than half the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.

14. The office of a director shall be vacated:

- (i) if by notice in writing to the Company he resigns the office of director;
- (ii) if he shall for more than 6 months have been absent without permission of the directors from meetings of the directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period;
- (iii) if he becomes bankrupt or enters into any arrangement with his creditors;
- (iv) if he is prohibited from being a director by an order made under any provision of the Act;
- (v) if he becomes of unsound mind;
- (vi) if he is removed from office under article 13.

15. Unless and until otherwise determined by the Company or in any particular case, no director shall vacate or be required to vacate his office as a director on or by reason of his

attaining or having attained the age of 79, and any person proposed to be appointed a director shall be capable of being appointed as a director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment as a director of a person who shall have attained the age of 70, and it shall not be necessary to give to the members notice of the age of any director or any person proposed to be appointed as such.

## **PROCEEDINGS OF DIRECTORS**

16. Any director or member of a committee of the board may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

17. The following sentence shall be added to regulation 72 of Table A:

Any committee shall have power unless the directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a director of the Company.

## **OFFICIAL SEAL FOR USE ABROAD**

18. The Company may have an official seal for use abroad under the provisions of the Act, where and as the directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purposes of affixing and using such official seal and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

## **INDEMNITY**

19. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur on or about the execution of the duties of his office or otherwise in relation thereof, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by section 310 of the Act.