

THE COMPANIES ACT, 1929.



A 6s.
Companies'
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

REGISTERED
9 JUL 1942

Insert the
Name of the
Company.

THE
LARMAR ENGINEERING
COMPANY.
LIMITED.

ated by

R. H. Lane

52 Chancery Lane

London

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 3 Old Jewry, E.C.2; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 77 Colmore Row, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

8 JUL 1942

I, Alfred William Benjamin
of Lancashire
"Portland" London Road
Margaretta Vogelstein Lancaster

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"an Enrolled Law
"Agent") "engaged
"in the formation,"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am (a).....

Director named in the articles of
Association (12)

THE Lancaster Engineering Company
of

Limited, and that all the requirements of the Companies Act, 1929,
in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, and I make
this solemn Declaration conscientiously believing the same to be true
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 52 Chancery
Lane in the County of
London
the 14 day of June 1942

Alfred William Benjamin

Before me,

A. R. C. O'Connell

A Commissioner for Oaths. [or a Notary Public or]
Justice of the Peace.

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

Number of }
Company }

374953/2

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 39.)

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital.

OF

REGISTERED

9 JUL 1942

LARMAR ENGINEERING COMPANY
LIMITED.

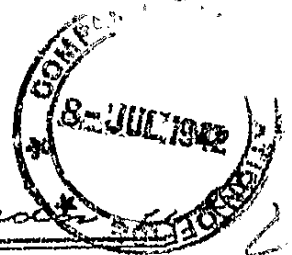
Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1938.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

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

Presented by

W. S. Lane
W. S. Lane
52 Chancery Lane



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,
22 Chancery Lane, W.C.2; 3 Old Jewry, E.C.2; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 77 Colmore Row, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 6.

THE NOMINAL CAPITAL
OF

THE LARMAR ENGINEERING
COMPANY, Limited.

is £ 2000, divided into 2000

Shares of One pound. each.

*Signature Alwy Lancaster

Description Director

Dated the 29th day of July 1942

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

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



THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

Memorandum of Association

REGISTERED

9 JUL 1942

THE LARMAR ENGINEERING CO. LIMITED

1. The name of the Company is "THE LARMAR ENGINEERING COMPANY LIMITED".

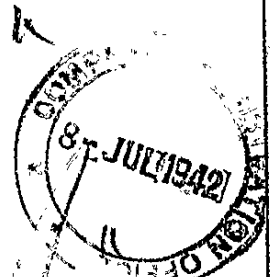
2. The Registered Office of the Company will be situate in England.

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

(a) To carry on the businesses of aircraft, motor, sanitary, electrical and general engineers in all their branches whether manufacturing, constructional, wholesale, retail, or otherwise.

(b) To carry on any other businesses whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above businesses or any other businesses or calculated directly or indirectly to enhance the value of or render more profitably any of the Company's property or business.

(c) To purchase or by other means acquire any freehold or leasehold or other property or any estate or interest whatever and any rights privileges or easements in respect of any property and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling-stock, plant, live and dead stock, barges, vessels or things or any real or personal property or rights whatever which may be necessary for or may be conveniently used with or may enhance the property or any other property of the Company.



- (d) To build, construct, maintain, alter, enlarge, pull down and remove or replace any houses, shops, buildings, factories, mills, offices, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices or watercourses and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and carry on the same or join with others in so doing.
- (e) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (f) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (g) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (h) To use, exercise, develop, grant licenses in respect of or otherwise to turn to account in any part of the world, any such patents, brevets d'invention, licenses, concessions, and the like, and information aforesaid and to expend money experimenting upon and testing, and improving or seeking to improve any such patents, inventions or rights.
- (i) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (j) To enter into partnership or into any arrangement for sharing profits, union of in-

terest, 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 authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantees or otherwise deal with the same.

- (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 purpose of its business, and in particular any land buildings, easements, machinery, plant and stock-in-trade.
- (l) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (m) To lend money to such persons, upon such terms and/or security and subject to such conditions as may seem desirable.
- (n) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (o) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (p) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (q) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.

- (r) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place 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 pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (t) To promote or aid in the promotion of 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 advance the interests of this Company.
- (u) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (v) To distribute any property of the Company in specie among the members.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £2,000, divided into 2,000 shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

274953



THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

Articles of Association

OF

THE LARMAR ENGINEERING CO. LIMITED

REGISTERED

9 JUL 1942

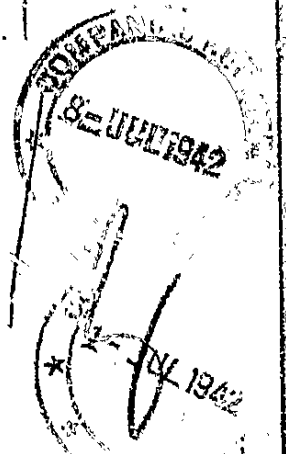
PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Table "A" in the First Schedule to the Companies Act, 1929 shall apply to this Company.

2. The following clauses of the said Table "A" shall not apply to this Company, videlicet :- 45, 50, 54, 69, 72, 101, and 107.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Companies Act, 1929 and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company, not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in that employment, and have continued after the determination of that employment to be members of the Company shall be limited to fifty provided that where two or more persons hold one



or more shares in the Company jointly, they shall, for the purposes of this provision, be treated as a single member; and (3) the transfer of the shares of the Company shall be restricted in manner hereinafter appearing.

SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

5. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company at such a rate as shall not exceed ten per cent. of the price at which such shares shall be issued and such commission may be satisfied in cash or fully paid shares in the capital of the Company or partly in one mode and partly in another.

6. No person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or recognise any equitable, contingent, future, or partial interest in any share or any interest in any fractional part of a share, or (except as expressly provided to that effect by these articles) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

7. Except in the case of a transfer to the personal representatives of a deceased holder, the Board of Directors may, without assigning any reason, refuse to register any transfer of shares in the Company.

PROCEEDINGS AT GENERAL MEETINGS.

8. A Meeting may, with the consent of all the members, be convened by a shorter notice than that required by Clause 42 of Table "A" and in such manner as the members think fit.

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided by the regulations of the Company, two members personally present shall form a quorum.

10. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members and, unless a poll is so demanded, a declaration by the Chairman that a Resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS.

11. On a show of hands every member present shall have one vote and upon a poll every member present in person or by proxy shall have one vote for each share of which he is the registered holder.

DIRECTORS.

12. The number of Directors shall not be less than three nor more than five and the names of the first Directors shall be Alfred William Benjamin Larcombe of "Portland" Margaretting Ingatestone Essex, Gertrude Larcombe of "Portland" Margaretting Ingatestone Essex, and Albert James Larcombe of 24 Queens Road, Twickenham Middlesex, and the said Alfred William Benjamin Larcombe shall be the first Managing Director of the Company.

13. The Directors shall be entitled to be repaid all travelling and hotel expenses incurred by them in respect of the Company's business.

POWERS AND DUTIES OF DIRECTORS.

14. The powers of the Company shall be exercisable by the Directors who shall be at liberty to raise or borrow for the purposes of the Company's business, such sum or sums of money as they shall think fit, and in connection therewith, may mortgage or charge the whole or any part of the property and assets of the Company, present and future, including uncalled or un-issued capital, and to create and issue bonds or debentures, or debenture stock.

DISQUALIFICATION OF DIRECTORS.

15. The office of a Director shall be vacated :-

- (a) If by one calendar month's notice in writing to the Company he resigns the office of Director, subject to the provisions of any service contract with the Company.
- (b) If he becomes bankrupt.
- (c) If (save for illness or other indisposition) he shall absent himself from Board Meetings continuously for six months without the consent of the Board.
- (d) If he is found lunatic or becomes of unsound mind.
- (e) If he becomes prohibited from being a Director by reason of any order made under Sections 217 or 275 of the Companies Act, 1929.

16. Subject to the provisions of the Companies Act, 1929, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company. A general disclosure that a Director is interested in transactions with any particular firm or company shall be sufficient disclosure for this purpose.

PROCEEDINGS OF DIRECTORS.

17. A written Resolution signed by every member of the Board shall be effective as a Resolution of the Board at a meeting duly convened and constituted.

SECRETARY.

18. The Company may at any time or from time to time appoint a person to act temporarily as a substitute for the Secretary for the time being of the Company and any person so appointed shall while so acting be deemed for all purposes to be the Secretary of the Company.

MANAGING DIRECTOR.

19. Any Managing Director or Manager may from time to time be vested by the Board with all or any of the powers of the Directors (except the power to make calls, borrow money, issue debentures or forfeit shares) as such Board may think fit.

ALTERNATE DIRECTOR.

20. Any Director being or residing abroad may, in writing, appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor.

WINDING UP.

21. In a winding up the Liquidator may with the sanction of an Extraordinary Resolution distribute all or any of the assets in specie among the members in such proportions and manner as shall be determined by such Resolution. Provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members every member shall have the same right of assent and any ancillary rights as if such Resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act, 1929.

INDEMNITY.

22. Every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto, save where this indemnity would conflict with the provisions of the Companies Act, 1929.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.
<p>Alfred William Benjamin Lacombe "Portland" Margarette Ingatestone. Essex. Engineer</p> <p>Gertrude Lacombe "Portland" Margarette Ingatestone. Essex. Married Woman.</p>

DATED this 26th day of June 1942.

WITNESS to the above signatures :-

Grace Frost (Married Woman)
24 Yarrowood Road,
Chelmsford. Essex.

DUPLICATE FOR THE FILE.

No. 374953



Certificate of Incorporation

I Herewith Certify,

That

THE LAMAR ENGINEERING COMPANY LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at ^{London} ~~London~~ this ninth day of July One Thousand Nine Hundred and forty-two.

R. H. M. Smith
Registrar of Companies.

Certificate
received by

Date

Regd. Secy
9-7-42