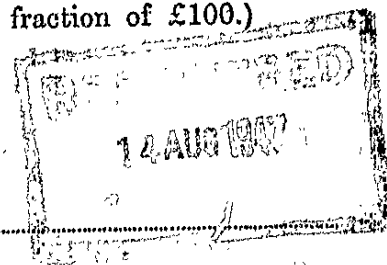


2
THE COMPANIES ACT, 1929.



Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (Note.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)



THE NOMINAL CAPITAL OF

Imperial Estates Company LIMITED,
is *Five hundred* Pounds, divided
into *Five hundred* Shares of *One pound* each.

Signature *J. D. Stewart*

Description *Director*
(State whether Director or Secretary)

Dated the *2nd* day of *August* 19 *47*

Presented for registration by *Shaw & Blake, Ltd.*
Bakerley Roth Bell Yard, Temple Bar, London, W.C. 2

TELEPHONE: HOLBORN 2855 (3 lines).

TELEGRAMS: "DUNDELYME, ESTAND, LONDON."

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C. 2

THE COMPANIES ACT 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

MAJEN ESTATES COMPANY LIMITED

14 AUG 1947

1. The name of the Company is "MAJEN ESTATES 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 purchase, take on lease or otherwise acquire land with or without buildings or other erections thereon of any and every description and to build or construct or procure the building or construction of houses, flats, maisonettes, offices, shops, suites, chambers, hotels, factories and other buildings or erections of any and every description and to sell, let on lease or agreement, manage or otherwise turn to account such land buildings and erections and to provide all necessary conveniences and amenities as required for tenants, occupiers and customers and to carry on business as a land and property Development Company generally and to develop any land by laying out, constructing and maintaining roads, sewers, drains and waterworks and by erecting buildings thereon and laying out parks, gardens, sports and recreation grounds and providing other amenities and conveniences.

(b) To enter into agreements with builders, contractors, agents, tenants and purchasers, and to advance money to builders and others on the security of lands with or without buildings

SHAW & BLAKE,

100, Victoria Road,

London, W.14

erected thereon and to guarantee moneys advanced by societies or others on the security of lands with or without buildings erected thereon and to carry on the business of builders, contractors, decorators, builders' merchants, carriers, house and estate agents, auctioneers, surveyors and valuers, proprietors of hotels, apartment houses, restaurants, cafes, clubs, refreshment rooms, boarding-houses, lodging houses, concert and other halls, baths, laundries, licensed victuallers, public amusement contractors, confectioners, tobacconists, caterers, bakers, garage proprietors, motor car hirers and storers, dealers in petrol, oil and other motor requisites or accessories, and every other business connected with the development of property.

- (c) To carry on business as dairymen, cowkeepers, poultry and general farmers, market gardeners, grocers, greengrocers, fruiterers, provision dealers, bakers, confectioners, pastrycooks, restaurant and refreshment room proprietors, caterers, tobacconists and general storekeepers.
- (d) To carry on business as manufacturers, importers, exporters, wholesalers, retailers of and dealers in milk, cream, ice cream, butter, margarine, lard, bacon, cheese, eggs, poultry, honey, vegetables, fruit, tea, groceries, eatables, non alcoholic drinks, compounds, mixtures, mineral waters, cordials and provisions of all kinds.
- (e) To carry on business as manufacturers, importers, exporters, wholesalers, retailers and dealers in equipment, plant, machinery, electrical goods, of all kinds.
- (f) To carry on business as bottlers of milk, beer, wines, spirits, mineral waters and liquids of all kinds.
- (g) To conduct a hire purchase business in connection with any of the products, equipment or plant with which the Company deals.
- (h) To purchase or hire vehicles, plant and machinery and use same for hire or reward.
- (i) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (j) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.

- (k) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licenses, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- (l) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (m) To invest the money of the Company in any manner that the Company may think fit.
- (n) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such Company, firm or person.
- (o) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (p) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (q) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (r) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (s) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
- (t) To remunerate any Company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (u) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows,

children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.

- (v) To promote or assist in the promotion of any Company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company.
- (w) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (x) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (y) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (z) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or Company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is 2500 divided into 500 shares of £1 each. The shares of the Company whether part of the original or any increased capital of the Company may be issued with any special, qualified, preferred or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company.

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WI

WE the several persons whose names addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
<p><i>Hedrick John Roth</i> <i>77 Salter Gate, Chesterfield,</i> <i>Solicitor</i></p> <p><i>William Austin Smith,</i> <i>2 Staffer Street</i> <i>Libshelf, Derbyshire</i> <i>Solicitors' Clerk.</i></p>	<p><i>One</i></p> <p><i>One.</i></p>

DATED this *2nd* day of *August* 1947 .

WITNESS to the above signatures :-

J. Broadbent

Bank House

Barrowell

Derbyshire

Articled Clerk to Messrs Hedrick & Roth
Solicitors, Chesterfield.

THE COMPANIES ACT 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

MAJEN ESTATES COMPANY LIMITED

PRELIMINARY

1. The regulations set out in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall, except as hereinafter provided, apply to the Company, and Clause 1 of Table A shall apply to the construction of these Articles.

2. Clauses 17, 18, 19, 42, 45, 50, 54, 64, 65, 69, 72, 85, 101, 104 and 107 of Table A shall not apply to the Company.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Act, 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 right to transfer the shares of the Company is restricted in manner hereinafter appearing.

SHARES

4. Subject to the provisions of Clause 35 of Table A the shares may be allotted or otherwise disposed of, to

SHAW & WAKE

100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000

such persons, and for such consideration, and upon such terms as the Directors may determine, but so that, except as provided by the Act, 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, provided that the commission paid does not exceed 10 per cent of the price at which the shares are issued.

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 interest in any share, or (except only as by these Articles otherwise expressly provided) any other right in respect of any share except the absolute right to the entirety thereof of the registered holder.

7. The transfer of any share in the Company shall be in writing in the usual common form and shall be executed by or on behalf of the transferor and transferee. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register of members in respect thereof. The Directors may suspend the registration during such period or periods not exceeding in the whole 28 days in each year as they shall think fit. The Directors may decline to recognise any instrument of transfer unless (a) a fee not exceeding two shillings and sixpence is paid to the Company in respect thereof and (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates and such evidence as the Directors may reasonably require to shew the right of the transferor to make the transfer.

8. The Board of Directors may, without assigning any reason refuse to register any transfer of shares. If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

PROCEEDINGS AT GENERAL MEETINGS

9. Subject to the provisions of Section 117 (2) of the Act, relating to special Resolutions, seven days' notice at the least (exclusive of the day on which the notice is served, or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day, and the hour of meeting, and in case of special business the general nature of such business, shall be given in manner provided by Clause 103 of Table A or in such other manner (if any) as may be prescribed by the Company in General Meeting, to such persons as are under the regulations of the Company entitled to receive such notices from the Company, but with the consent of all the members entitled to receive notice of some particular meeting that meeting may be convened by such shorter notice and in such manner as those members may think fit.

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10. 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 be a quorum.

11. 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 two members present in person or by proxy and entitled to vote, or by one member so present holding not less than 15 per cent of the paid up Capital of the Company, 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 of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS

12. 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 holder.

DIRECTORS

13. The number of Directors shall not be less than two or more than six and the first Directors shall be determined in writing by the subscribers to the Memorandum of Association.

14. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. In addition to their remuneration the Directors shall be repaid such reasonable expenses as they may incur in or about the business of the Company.

POWERS AND DUTIES OF DIRECTORS

15. The Directors may exercise all the powers of the Company to borrow or raise money and secure the repayment thereof by the issue of debentures or other securities charged on all or any part of the undertaking and assets of the Company including its uncalled capital.

DISQUALIFICATION OF DIRECTORS

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

- (a) If he become bankrupt.
- (b) If he become prohibited from being a Director by reason of any order made under Section 217 or 275 of the Act.
- (c) If he be found lunatic or become of unsound mind.

(d) If by notice in writing to the Company he resign the office of Director.

(e) If he shall absent himself from the Board Meetings continuously for three months without the consent of the Board of Directors.

17. A Director may hold any other office or place of profit under the Company, except that of Auditor, at such remuneration and upon such terms as the Directors may determine.

18. Subject to making such disclosure and declaration of his interest as is required by Section 149 of the Act, a Director may contract with and participate in the profits of any contract with the Company as if he were not a Director. A Director may also vote in respect of such contract or arrangement.

19. Any member intending to propose the election of a Director (other than a retiring Director) shall give to the Company five days' notice in writing (exclusive of the day on which the notice is served, but inclusive of the day for which notice is given) of his intention to do so and of the full name, address and occupation of the proposed Director.

PROCEEDINGS OF DIRECTORS

20. Any Director may, and on the request of any Director the Secretary shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a Meeting of Directors to any Director for the time being out of the United Kingdom. A written resolution signed by all the Directors shall be as effective as a resolution of the Board of Directors.

21. The Directors may from time to time entrust to and confer upon the Managing Director or Directors as a Committee all or any of the powers of the Directors (excepting the power to make calls issue allot or forfeit shares borrow money or issue debentures) as they shall see fit.

INDEMNITY

22. Subject to the provisions of the Act every Director or officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NOTICES

23. Notice of every General Meeting shall be given as provided by Clause 103 of Table A to every member who has a registered address within the United Kingdom or has supplied an address for the service of notices within the United Kingdom. No other persons shall be entitled to receive notices of General Meetings.

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NAMES	ADDRESSES	AND	DESCRIPTIONS	OF	SUBSCRIBERS
Fredrick John Roth,	77 Salter Gate, Chesterfield,		Solicitor		
William Austin Smith,	2 Stuffs Street,		Libshelf, Derbyshire.		
			Solicitors' Clerk.		

DATED this 2nd day of August 1947.

WITNESSES to the above signatures :-

J. Broadbent.
Bank House,
Bakewell,
Derbyshire.
Arthur Clerk & Messrs Blakesley & Roth
Solicitors, Chesterfield.

DUPLICATE FOR THE FILE

No. 440736



Certificate of Incorporation

I Hereby Certify, That

MAJEN ESTATES COMPANY LIMITED

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

Given under my hand at London this Fourteenth day of August One Thousand Nine Hundred and Forty-seven.

[Signature]
Registrar of Companies.

Certificate
received by



Date 14/8/47