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443687

[Form No. 41.]

"THE COMPANIES ACT, 1929."

REGISTERED

15 OCT 1947

Declaration of Compliance



A
Companies
Registration
Fee Stamp
of **5s.**
must be
impressed
here

WITH THE

REQUIREMENTS OF THE COMPANIES
ACT, 1929,

pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,
on behalf of a Company proposed to be Registered as

MC-SAG SPRING COMPANY (GREAT BRITAIN)

LIMITED.

HC-81690

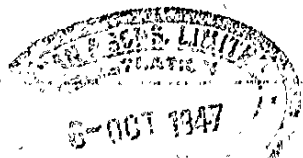
grams: "Certificate, Estrand, London."

Telephone No.: Holborn 0434

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,
116 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C.2.

ed by



1

Edmund Freeman

of

Windy Ridge,

Woodside,

Leigh-on-Sea, Essex,

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

Do solemnly and sincerely Declare that I am* A person named in the
Articles of Association as a Director of

NO-SAG SPRING COMPANY (GREAT BRITAIN) 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 50 Alexandra Street

Southend-on-Sea in the

County of Essex

the 19th day of September

One thousand nine hundred and Forty Seven

before me,

A Commissioner for Oaths: †

† or Notary Public or Justice of the Peace,

NOTE.—This original is reserved for binding, and must not be written on.

Number of
Certificate

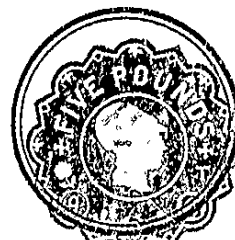
443687

[Form No. 25.]

THE STAMP ACT, 1891, and THE FINANCE ACT, 1933.

REGISTERED
15 OCT 1947

COMPANY LIMITED BY SHARES.



Duty at the
rate of 10s.
for every
£100 must
be impressed
here.

Statement of the Nominal Capital

OF

NO-SAG SPRING COMPANY (GREAT BRITAIN)

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; as
amended by Section 41 of The Finance Act, 1933.

The Statement is to be lodged with the Memorandum of Association and
other Documents when the Registration of the Company is applied for.

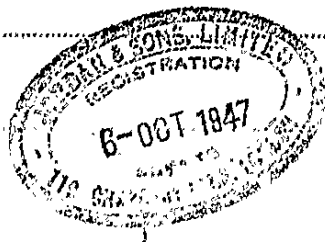
HO-82473

Printed at: "CERTIFICATE, ESTRAND, LONDON."

Telephone No. 1 HOLBORN 0431.

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers,
116 CHANCERY LANE, LONDON, W.C. 2
and 13 BROAD STREET PLACE, E.C.2.

by



THE NOMINAL CAPITAL

OF

NO-SAG SPRING COMPANY (GREAT BRITAIN) LIMITED,

is One Thousand Pounds,

divided into 1000 Shares

of £1. each.

Signature

G. Freeman

Description

DIRECTOR.

Dated the 11th day

of September 1947.

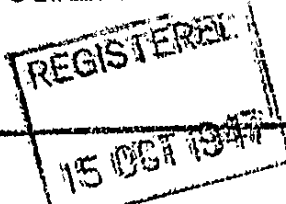
NOTE.—This margin is reserved for binding, and must not be written across.

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

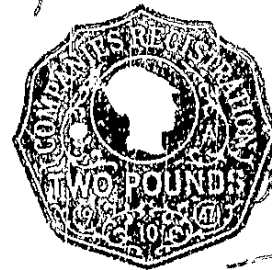
443687



THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.



See side

Memorandum of Association

OF

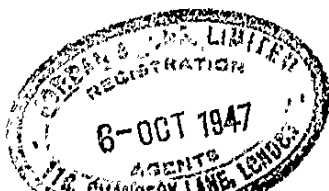
NO-SAG SPRING COMPANY (GREAT BRITAIN) LIMITED.

1. The name of the Company is "NO-SAG SPRING COMPANY (GREAT BRITAIN) 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 manufacturers of and dealers in springs of every description and in particular springs for use in the furniture manufacturing trade and of and in bed springs, mattresses, springs for seats and spring seats and seatings of all kinds, wire workers, wire drawers and manufacturers, horsehair and stuffing dealers, and manufacturers of and dealers in tapestries, braids, and textile coverings of every description and furniture and upholstery accessories and requisites of all kinds, to act as technical consultants and advisers in respect of matters relating to the manufacture and use of springs and furniture, and to carry on the businesses of manufacturers designers, repairers, cleaners, renovators, re-constructors, importers, exporters, storers, warehousers, hirers and



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X

letters on hire of and wholesale and retail dealers in household furniture and furnishings, upholstery, ironmongery and fittings of all kinds, and of and in carpets, linoleums and other floor coverings, household utensils, china and glass goods, fittings, curtains and other home furnishings and household requisites of all kinds and all things capable of being used therewith or in the maintenance repair or manufacture thereof.

- (B) To buy, sell, manufacture, repair, alter and exchange, let on hire, export, and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (C) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (D) 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, and to 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.
- (E) 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.

- (F) To apply for, purchase or otherwise acquire any patents, licences 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.
- (G) 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 interests in, any other company.
- (H) 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.
- (I) To lend money to such persons, firms, or companies, upon such terms and/or security and subject to such conditions as may seem desirable.
- (J) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interests, 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.
- (K) 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.
- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (M) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.

- X
- (N) 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 promotion or formation of the Company or the conduct of its business.
 - (O) 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.
 - (P) 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.
 - (Q) 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.
 - (R) To distribute any property of the Company in specie among the members.
 - (S) 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 £1,000 divided into 1,000 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.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>Christina Lewin</i> <i>wife of Thomas William Lewin</i> <i>150 & A London Rd. Leigh-on-Sea</i> <i>Essex.</i>	1
<i>Edmund Freeman,</i> <i>Windy Ridge,</i> <i>Woodside,</i> <i>Leigh-on-Sea.</i> <i>Essex</i> <i>Accountant</i>	1

D A T E D the 19th day of September 1947.

WITNESS to the above Signatures:-

J. H. Dennis.

(Miss J. H. Dennis)

Ashdene,

High Street,

Shoburnham, Essex.

Clerk & Stenographer.



443687

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THE COMPANIES ACT, 1929.

REGISTERED

15 OCT 1947

COMPANY LIMITED BY SHARES.

Articles of Association

OF

NO-SAG SPRING COMPANY (GREAT BRITAIN) LIMITED.

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, 64, 66, 69, 72, 101, 103, 104, 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 Companies Act, 1929, 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. The Board of Directors may, without assigning any reason, refuse to register any transfer of shares in the Company.

8. The Directors shall not have any right to decline or suspend the registration of the legal personal representatives of a deceased Member as Members of the Company in respect of the Shares of the said deceased and Clause 21 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS.

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. 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 de-

claration 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 two and the name of the first Directors shall be *George Ingram, the Xanager and Edmund Freeman.*
Christine Levan.

Ed. 97. 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 he shall absent himself from Board Meetings continuously for six calendar months without the consent of the Board.
- (D) If he 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 in the manner provided by Section 149 of the said Act. 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.

18. Any Meeting of the Directors may be held at such place (whether in the United Kingdom or elsewhere) as they may think fit, and each Director shall be entitled to receive due notice of every Meeting of Directors whether or not he is within the United Kingdom.

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.

INDEMNITY.

21. 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.

PROCEEDINGS AT MEETINGS.

22. The Chairman of any Meeting of the Company or of the Board of Directors or of a Committee of Directors shall not be entitled to a second or casting vote and, in the case of an equality of votes upon any proposition, the Meeting shall be adjourned and the matter shall be referred to the Company's Auditor for his advice, and upon such advice being received the same shall be submitted for adoption at the adjourned Meeting, and any vote then cast against the adoption of such advice shall not be counted; and Clauses 81 and 87 of Table A shall be modified accordingly.

NOTICES.

23. Each Member shall be entitled to receive notices from the Company whether or not his registered address is within the United Kingdom.

24. Any notice given to a Member whose registered address is within the United Kingdom shall, if served by post, be deemed to have been served at the expiration of twenty-four hours after the same shall have been posted, and any notice given to a Member whose registered address is outside the United Kingdom shall be sent by registered post, and shall be deemed to have been served at the expiration of ten days after the same shall have been posted. In proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post office or into any post box subject to the control of the Postmaster-General.

25. Clause 106 of Table A shall be read and construed as if the words "within the United Kingdom" were omitted therefrom.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Christine Lewin
 wife of Thomas William Lewin
 1502 A London Rd. Leigh-on-Sea.

Edmund Freeman,
 Windy Ridge,
 Woodside,
 Leigh-on-Sea, Essex
 Accountant

DATED the 19th day of September 1947.

WITNESS to the above Signatures:-

J. H. Dennis,
 Ashdene,
 High Street,
 Shoeburyness, Essex.

Clerk & Stenographer

DUPLICATE FOR THE FILE

No. 443687



Certificate of Incorporation

I Hereby Certify, That

ED-110 CURING COMPANY (GRANT BRITAIN) LIMITED

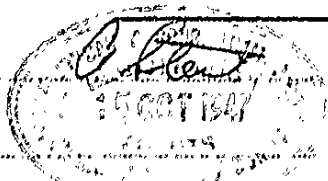
is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

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

F. S. Tedinrich

Registrar of Companies.

Certificate
received by }



Date