

502230

No. of Company.....

Form No. 41

## THE COMPANIES ACT, 1948.

2 DEC 1951



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

### Declaration of Compliance

with the requirements of the Companies Act, 1948,  
on application for registration of a Company.

Pursuant to Section 15 (2).

Name of Company :

ALVIS BROTHERS

LIMITED.

Represented for filing by

**WATTS & ELLISON,**

CHARTERED ACCOUNTANTS,

MILNERS BANK CHAMBERS,

WESTON-SUPER-MARE.

**H. A. JUST & CO.,**

Company Printers and Registration Agents,

15, Portugal Street, Lincoln's Inn, W.C.2.

Telephone : HOLBORN 9780 NOV 1951

I, John Alvis,  
of Hayatt Farm, Langford, Nr. Bristol, in the County  
of Somerset,

Do solemnly and sincerely declare that I am (a) person named  
in the Articles of Association as a Director

of (9)

ALVIS BROTHERS Limited,

and That all the requirements of the Companies Act, 1948, 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 Wiston-super-Mare in  
the County of Somerset

the 28 day of November  
one thousand nine hundred and forty ~~four~~ <sup>five</sup>  
before me.

[Signature] as th

(b) A Commissioner for Oaths.

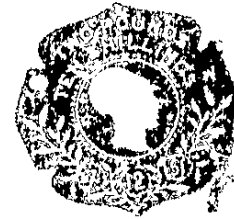
(a) "A Solicitor of the Supreme Court" (or in Scotland "by a Solicitor")  
"engaged in the formation" or "A person named in the Articles of Association  
as a Director or Secretary."

(b) or Notary Public or Justice of the Peace.

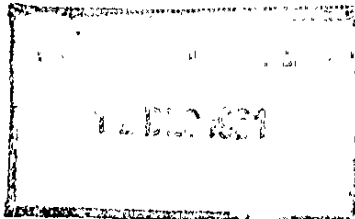
No. of Company

502231

Form No. 25



ALVIS BROTHERS  
LIMITED



STATEMENT of the Nominal Capital made pursuant to s.112 of the  
Stamp Act, 1891. (NOTE—The Stamp Duty on the Nominal Capital is Ten  
shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

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

Presented by

**WATTS & ELLISON,**

CHARTERED ACCOUNTANTS,  
MIDLAND BANK CHAMBERS,  
WESTON-SUPER-MARE.

**H. A. JUST & CO.,**  
Company Printers and Registration Agents,  
15, Portugal Street, Lincoln's Inn, W.C.2.  
Telephone : HOLBORN 9781

The NOMINAL CAPITAL of.....

.....ALVIS BROTHERS.....Limited,

is £500=====, divided into.....500===== shares of £1.....each.

Signature.....

*Wm. Alvis*

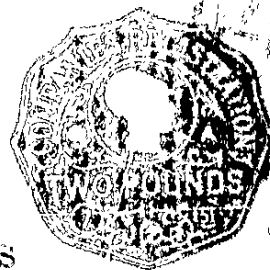
Description.....Director.....

Date.....28th November 1951.....



502239

THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

## Memorandum of Association

— OF —



1. The name of the Company is :- "ALVIS BROTHERS 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 business as manufacturers and importers and exporters of and dealers in cheese, butter, cream, milk powder, dried milk, condensed milk, and dairy products of all kinds, and groceries, and provisions generally.
  - (b) To carry on business as cowkeepers, dairymen, farmers, market gardeners, and piggery proprietors in all their respective branches; as breeders and buyers and sellers of pigs, sheep, cattle, and animals and livestock generally, including poultry and birds; as slaughterhouse proprietors, licensed slaughterers, butchers, meat exporters and importers, hide and leather dealers, food packers, box and carton makers, printers, motor vehicle proprietors, garage proprietors, carriers, corn and seed merchants and hay dealers, and as dealers in animal feeding stuffs, and fertilisers and manures.

- (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 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.
- (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, 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.
- (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, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) 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.
- (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.
- (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 formation or promotion 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 (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- (t) 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 £500 divided into 500 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.





502230/4



THE COMPANIES ACT, 1948

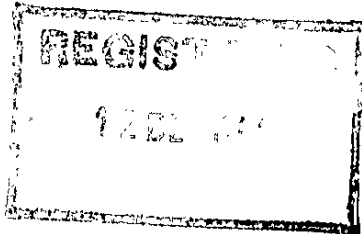


COMPANY LIMITED BY SHARES

## Articles of Association

— OF —

### ALVIS BROTHERS LIMITED



#### PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91 and 92.

#### PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

#### 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.

### LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

### TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

### PROCEEDINGS AT GENERAL MEETINGS.

8. 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 the Chairman or by any member present in person or by proxy. Unless a poll be 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 and an entry to that effect in the book containing the minutes of the proceedings 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. The demand for a poll may be withdrawn.

DIRECTORS.

9. The number of Directors shall not be less than one nor more than five and the first Directors shall be John Alvis, Ivy Joan Alvis, Samuel Alvis and Doreen Mary Alvis.

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

11. Subject to the provisions of Section 199 of the Act, 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, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS.

12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTOR.

13. Any Director being or being about to go abroad may by notice in writing to the Company 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. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

DUPLICATE FOR THE FILE

No. 502230



## Certificate of Incorporation

I Hereby Certify, That

ALVIS BROTHERS LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Twelfth day of  
December One Thousand Nine Hundred and Fifty-one.

*Richard*  
Registrar of Companies

Certificate  
received by }

Date

*Post*  
12 DEC 1951

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

**Ordinary Resolution**

(Pursuant to S. 61 (1) of the Companies Act, 1948)

- of -

ALVIS BROTHERS LIMITED

Passed the 2nd day of November, 1968.

At a GENERAL MEETING of the above-named Company duly convened and held on Saturday the 2nd day of November, 1968, at Havyatt Farm, Langford, Near Bristol, the following ORDINARY RESOLUTION was duly passed :-

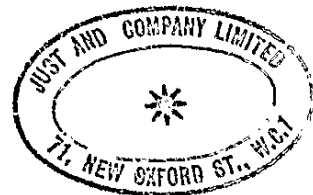
That the Nominal Capital of the Company be increased to £10,000 by the creation and addition thereto of 9,500 Ordinary Shares of £1 each ranking pari passu with those already authorised.

*John Alvis*  
Chairman.



WE CERTIFY that this Resolution has been printed by the Lithographic

For JUST AND COMPANY LTD.



*F. L. L. L.*

NO. OF COMPANY

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF COMPANY ALVIS BROTHERS

LIMITED.

STAT. No. C.F. 10.

P133 S2285(e)

SHAW & SONS  
LIMITED

Law Stationers and Company Registration Agents  
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

Presented by



# Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

ALVIS BROTHERS LIMITED,  
heroby gives you notice pursuant to Section 68 of the Companies Act, 1948,  
that by (a) an Ordinary Resolution of the Company dated the  
2<sup>nd</sup> day of November 1968 the nominal Capital  
of the Company has been increased by the addition thereto of the sum of  
£ 9500 — beyond the registered Capital of £ 500 —

The additional Capital is divided as follows :—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
9,500	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 :—

*to rank pari passu with those already  
authorised.*

None of the new Shares are Preference Shares, and are (b) [not]  
redeemable.

(Signature) W. E. Jones

(State whether Director, or Secretary) Secretary

Dated the 2<sup>nd</sup> day of November 1968

- (a) " Ordinary," " Extraordinary " or " Special."  
(b) Delete as appropriate.

his margin to be reserved for binding.



No. of Company **502230**

Form No. 26a

**THE STAMP ACT, 1891**  
(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

**Statement of Increase of the Nominal Capital**  
of

**ALVIS BROTHERS  
LIMITED**

Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920 and Section 41 of the Finance Act 1933.

**NOTE.**—The Stamp Duty on an increase of Nominal Capital is Ten Shillings 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 63 (1) of the Companies Act 1948. 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. (Section 5 of the Revenue Act 1903)

Presented by

**JUST AND COMPANY LTD.**  
Company Printers and Registration Agents  
71 NEW OXFORD STREET, LONDON, W.C.1  
Telephone : TEMPLE BAR 2261

# THE NOMINAL CAPITAL

OF

ALVIS BROTHERS Limited

has by a Resolution of the Company dated 2nd. NOVEMBER 1968 been  
increased by the addition thereto of the sum of £ 9,500 —  
divided into 9,500 — Shares of £1 — each,  
beyond the registered Capital of £ 500 —

\*Signature

Officer

Dated the

5<sup>th</sup>

day of

NOVEMBER

1968

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

The Companies Act, 1943.

COMPANY LIMITED BY SHARES

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**Memorandum**  
—AND—  
**Articles of Association**  
—OF—  
**ALVIS BROTHERS LIMITED**

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Incorporated the 12th day of December 1951.

No. 502230.



## Certificate of Incorporation

I hereby Certify that

ALVIS BROTHERS LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is LIMITED.

GIVEN under my hand at London this Twelfth day of December One thousand Nine hundred and Fifty one.

J.D. TODD,  
Registrar of Companies.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

# Memorandum of Association

— OF —

## ALVIS BROTHERS LIMITED

1. The name of the Company is :- "ALVIS BROTHERS 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 business as manufacturers and importers and exporters of and dealers in cheese, butter, cream, milk powder, dried milk, condensed milk, and dairy products of all kinds, and groceries, and provisions generally.

(b) To carry on business as cowkeepers, dairymen, farmers, market gardeners, and piggery proprietors in all their respective branches; as breeders and buyers and sellers of pigs, sheep, cattle, and animals and livestock generally, including poultry and birds; as slaughterhouse proprietors, licensed slaughterers, butchers, meat exporters and importers, hide and leather dealers, food packers, box and carton makers, printers, motor vehicle proprietors, garage proprietors, carriers, corn and seed merchants and hay dealers, and as dealers in animal feeding stuffs, and fertilisers and manures.

- (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 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.
- (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, 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.
- (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.

(1)

(j)

(k)

(l)

(m)

(n)

(o)

- (i) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) 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.
- (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.
- (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 formation or promotion 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 (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- (t) 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. 210,000.

5. The Share Capital of the Company is £500 divided into ~~10,500~~ <sup>10,000</sup> 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, t  
are  
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Asso  
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set

NAME



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.
<p>JOHN ALVIS, Havyatt Farm, Langford, Nr. Bristol. Farmer.</p>	<p>One</p>
<p>IVY JOAN ALVIS, Havyatt Farm, Langford, Nr. Bristol. Married Woman.</p>	<p>One</p>

DATED this 20th day of November 1951.

WITNESS to the above signatures :-

A.N. Rowland,  
Midland Bank Chambers,  
Weston-super-Mare,  
Somerset.  
Accountant.

*Still payable*

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARE

## Articles of Association

— OF —

### ALVIS BROTHERS LIMITED

#### PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91 and 92.

#### PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

#### 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.

LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS.

8. 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 the Chairman or by any member present in person or by proxy. Unless a poll be 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 and an entry to that effect in the book containing the minutes of the proceedings 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. The demand for a poll may be withdrawn.

### DIRECTORS.

9. The number of Directors shall not be less than one nor more than five and the first Directors shall be John Alvis, Ivy Joan Alvis, Samuel Alvis and Doreen Mary Alvis.

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

11. Subject to the provisions of Section 199 of the Act, 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, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

### BORROWING POWERS OF DIRECTORS.

12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

### ALTERNATE DIRECTOR.

13. Any Director being or being about to go abroad may by notice in writing to the Company 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. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

INDEMNITY.

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

JOHN ALVIS,  
Havyatt Farm,  
Langford,  
Nr. Bristol.  
Farmer.

IVY JOAN ALVIS,  
Havyatt Farm,  
Langford,  
Nr. Bristol.  
Married Woman.

DATED this 20th day of November 1951.

WITNESS to the above signatures :-

A.N. Rowland,  
Midland Bank Chambers,  
Weston-super-Mare,  
Somerset.  
Accountant.

of Company:

502230

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

-of-

ALVIS BROTHERS LIMITED

Passed the 19th day of July, 1973

At a GENERAL MEETING of the above-named Company, duly convened, and held on Thursday the 19th day of July, 1973 at the Registered Office of the Company, the following RESOLUTION was duly passed:-

"Pursuant to Section 61, Sub-section 1 of the Companies Act 1948, and to Clause 44 of Part 1, Table "A" in the First Schedule to the Companies Act 1948 applicable to this Company's Articles, it was resolved that the Capital of the Company be increased to £30,000 by the creation and addition thereto of 20,000 Ordinary Shares of £1 each ranking pari passu with those already issued".

*Alvis*

Chairman.



No. OF COMPANY 502230

[G.F. 10]

COMPANIES

## THE COMPANIES ACT, 1948.

OFFICE  
COMPANIES

### Notice of Increase in Nominal Capital.

*Pursuant to Section 63.*

*[Handwritten signature]*

NAME OF  
COMPANY

ALVIS BROTHERS LIMITED

JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.

Cat. No. G.F. 10.

SHAW & SONS LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4.

*Law Stationers and Company Registration Agents.*

S2184 (D) L

Document Filer's Reference

46

*Presented by*

# Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

.....ALVIS BROTHERS.....LIMITED,  
hereby gives you notice pursuant to Section 63 of the Companies Act, 1948,  
that by (a).....Ordinary.....Resolution of the Company dated the  
Nineteenth.....day of .....July.....1973, the nominal Capital  
of the Company has been increased by the addition thereto of the sum of  
£20,000.....beyond the registered Capital of £10,000.....

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
20,000	Ordinary	One Pound

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:—

pari passu with the shares already in issue

None.....of the new Shares are Preference Shares, ~~and are (b) [not]~~  
~~redeemable.~~

(Signature).....

Director

(State whether Director, or Secretary).....

Dated the.....19th.....day of.....July.....1973.....

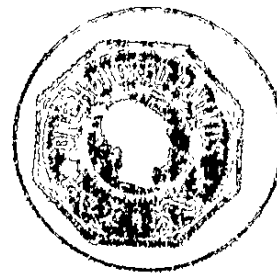
(a) "Ordinary," "Extraordinary" or "Special"

(b) Delete as appropriate.

This margin to be reserved for binding.



COMPANY LIMITED BY SHARES.



It is hereby  
declared that  
the  
company is  
in liquidation  
and  
the  
shareholders  
are  
to be  
paid  
in  
full.

Statement of Increase of the Nominal  
Share Capital.

The Nominal Share Capital of

ALVIS BROTHERS

LIMITED,

has been increased by the addition thereto of the sum of Twenty Thousand

Pounds, divided into 20,000 Shares

of £1 each, and shares of each,

beyond the Registered Share Capital of £10,000

\*Signature

*John Alvis*

Description... Director

Dated... 19th July, 1973.

\*This Statement must be signed by the Manager or by the Secretary

SEC. 49 (5), FINANCE ACT 1973	
CREDIT ALLOWABLE	£ 100
CREDIT ALLOWED	£ 100
INITIALS & DATE	W 21/5/74
REFERENCE No.	100 1061/74

NOTE.

This Statement has to be registered with the Notice of Increase in the Nominal Capital required under Section 63 of The Companies Act, 1948. 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.

CAT. No. C.F. 26A.

P4 S1516(D)

SHAW & SONS  
LIMITED

Law Stationers and Company Registration Agents  
7, 8 & 9, Fetter Lane, Fleet Street, E.C. 4

Presented by



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

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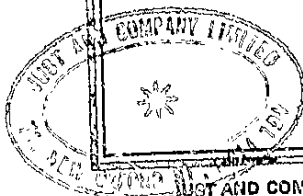
**Memorandum**  
—AND—  
**Articles of Association**  
—OF—  
**ALVIS BROTHERS LIMITED**

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Incorporated the 12th day of December 1951

No 502230



JUST AND COMPANY LIMITED Company Printers 71 New Oxford Street London WC1A 1DN Telephone 01-249 2342

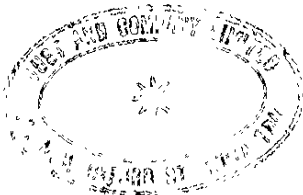
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THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

**Memorandum of Association**  
OF  
**ALVIS BROTHERS LIMITED**

1. The name of the Company is "ALVIS BROTHERS 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 business as manufacturers and importers and exporters of and dealers in cheese, butter, cream, milk powder, dried milk, condensed milk, and dairy products of all kinds, and groceries, and provisions generally. ✓
  - (b) To carry on business as cowkeepers, dairymen, farmers, market gardeners, and piggery proprietors in all their respective branches; as breeders and buyers and sellers of pigs, sheep, cattle, and animals and livestock generally, including poultry and birds; as slaughterhouse proprietors, licensed slaughterers, butchers, meat exporters and importers, hide and leather dealers, food packers, box and carton makers, printers, motor vehicle proprietors, garage proprietors, carriers, corn and seed merchants and hay dealers, and as dealers in animal feeding stuffs, and fertilisers and manures.



- (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 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.
- (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, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) 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.

- (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.
- (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 formation or promotion 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 (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

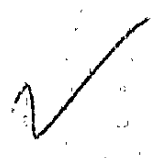
It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned

4

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 £30,000 divided into 30,000 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
JOHN ALVIS, Havyatt Farm, Langford, Nr. Bristol.  Farmer.	One
IVY JOAN ALVIS, Havyatt Farm, Langford, Nr. Bristol.  Married Woman.	One

DATED this 28th day of November 1951.

WITNESS to the above signatures :—

A.N. ROWLAND,  
Midland Bank Chambers,  
Weston-super-Mare,  
Somerset.

Accountant.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

**Articles of Association**  
OF  
**ALVIS BROTHERS LIMITED**

*Handwritten: Draft*  
*Handwritten: Private*

**PRELIMINARY.**

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :— 22, 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91 and 92.

**PRIVATE COMPANY.**

3. The Company is a Private Company within the meaning of the Act.

**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.

**LIEN.**

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.



### TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

### PROCEEDINGS AT GENERAL MEETINGS.

8. 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 the Chairman or by any member present in person or by proxy. Unless a poll be 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 and an entry to that effect in the book containing the minutes of the proceedings 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. The demand for a poll may be withdrawn.

### DIRECTORS.

9. The number of Directors shall not be less than one nor more than five and the first Directors shall be John Alvis, Ivy Joan Alvis, Samuel Alvis and Doreen Mary Alvis.

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

11. Subject to the provisions of Section 199 of the Act, 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, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

### BORROWING POWERS OF DIRECTORS.

12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

### ALTERNATE DIRECTOR.

13. Any Director being or being about to go abroad may by notice in writing to the Company 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. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

### INDEMNITY.

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JOHN ALVIS.  
Havyatt Farm,  
Langford,  
Nr. Bristol.

Farmer.

IVY JOAN ALVIS,  
Havyatt Farm,  
Langford,  
Nr. Bristol.

Married Woman.

DATED this 28th day of November 1951.

WITNESS to the above signatures .—

A.N. ROWLAND,  
Midland Bank Chambers,  
Weston-super-Mare,  
Somerset.

Accountant.

[COPY]

ELECTIVE RESOLUTION(S)

Company Number

502230

of ALVIS BROTHERS LIMITED

Passed the 26th day of October 1990

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Lye Cross Farm, Redhill, Bristol

on the 26th day of October 1990

the following ELECTIVE RESOLUTION(S) were passed unanimously, in person or by proxy, by all the Members entitled to attend and vote at the Meeting:-

1. To dispense with the laying of accounts and reports before the company in general meeting (in accordance with Section 252).
2. To dispense with the holding of Annual General Meetings (in accordance with Section 366A).
3. To dispense with the obligation to appoint auditors annually (in accordance with Section 386).

SIGNED:

T. A. N. S.

Note:

This copy resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company and must then be filed with the Registrar of Companies within 15 days after being passed.

Presented by Grant Thornton, 7 Old King Street, Bath. BA1 2JW

Presenter's Reference: WGR/AJR/A0073