

Number of  
Company } .....

[Form No. 41]

## THE COMPANIES ACT, 1948

## Declaration of Compliance



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

WITH THE  
REQUIREMENTS OF THE COMPANIES  
ACT, 1948,

made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1948,  
on behalf of a Company proposed to be registered as

IVERNA INVESTMENTS

LIMITED

REGISTERED  
9 - JUL 1955

D-10176

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

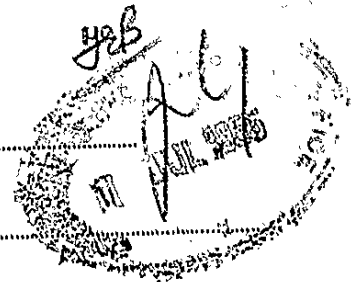
Telephone: No.: HOLBORN 0434 (6 lines).

JORDAN &amp; SONS, LIMITED

Company Registration Agents, Printers, and Publishers  
116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2.

Presented by

BENSON MAZURE & CO.,  
54, Welbeck Street,  
London, W.1.



**I** ISRAEL BENENSON

of 54 Welbeck Street, London, W.1. Solicitor

\* Here insert-  
" a Solicitor  
of the Su-  
preme Court  
(or in Scotland  
" a Solicitor ")  
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 Solicitor of the Supreme  
Court engaged in the formation of

IVERNA INVESTMENTS 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 11 Bentinck Street

London W.1

the 1<sup>st</sup> day of July

One thousand nine hundred and fifty-five.

before me,

A Commissioner for Oaths †

HARRY BAKER

† or Notary Public or Justice of the Peace.

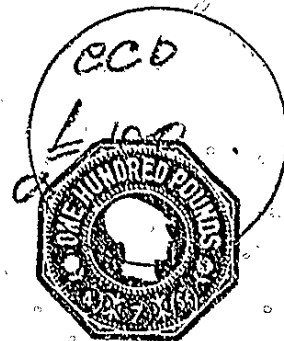
NOTICE: This margin is reserved for binding and must not be written across.

551844 | 2

NO. OF COMPANY.....

[C.A. 25]

\_\_\_\_\_  
COMPANY LIMITED BY SHARES.  
\_\_\_\_\_



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

## Statement of the Nominal Capital

*made pursuant to Sec. 112, Stamp Act, 1891.*

*(NOTE.— The Stamp Duty on the Nominal Capital is Ten Shillings  
for every £100 or fraction of £100—Sec. 41, Finance Act, 1933.)*

NAME OF  
COMPANY.....

REGISTERED  
9 - JUL 1955

IVERNA INVESTMENTS.....LIMITED.

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

CAT. No. C.A.25.

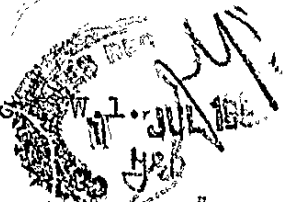
CS13 JS 146 (1)

**JORDAN & SONS,**  
LIMITED

*Company Registration Agents, Printers & Publishers,  
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.*

*Presented for registration by*

**BENSON MAZURE & CO.,**  
54, Welbeck Street, London, W.1.



# The Nominal Capital

of

IVERNA INVESTMENTS

LIMITED.

is £ 20,000. ...., divided into 20,000. .... shares of £1.

each.

Signature

A. Reiro

Description Director.

Date

1<sup>st</sup> July 1955

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



The Companies Act, 1948

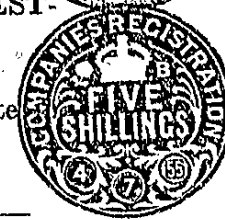


COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

### IVERNA INVESTMENTS LIMITED



1. The Name of the Company is "IVERNA INVESTMENTS LIMITED."

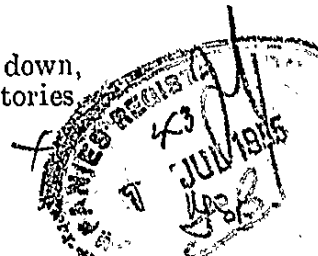
2. The Registered Office of the Company will be situated in England.

3. The Objects for which the Company is established are—

- (A) To invest in Real and Personal Estate and to grant leases, tenancies, easements, rights and privileges in respect of any investments acquired by the Company and to exchange any such investments from time to time: and to build for the purpose of leasing or letting houses, shops, factories and other buildings of every description, and to carry out development work of all kinds for such purposes and in such manner as may be thought expedient.
- (B) To act as Insurance Agents and Brokers and Estate Managers, and to act as General Managers and Registrars, and to undertake Secretarial duties for and on behalf of any persons, firms, or companies.
- (C) To carry on any other operations which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories,

REGISTERED

9 - JUL 1955



mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

- (f) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights, which the Company may acquire or propose to acquire.
- (g) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (h) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (i) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (j) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (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 (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or

lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (O) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.

- (s) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employes, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons: to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.
- (r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (v) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (w) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (x) To promote the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses thereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Twenty Thousand Pounds, divided into Twenty Thousand Shares of One Pound each.



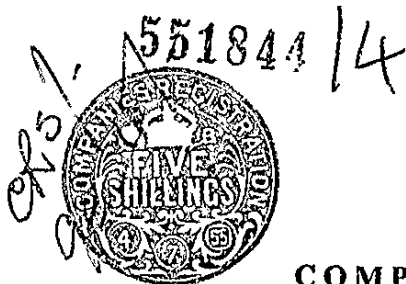
WE the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<i>Abraham Reiss</i> <i>9 Meadoway Close</i> <i>London</i> <i>N.W. 11.</i>	<i>one</i>
<i>Ladies clothing manufacturers</i> <i>Bella Reiss</i> <i>9. Meadoway Close.</i> <i>London.</i> <i>N.W. 11.</i>	<i>one</i>
<i>Married woman</i>	

Dated the *1<sup>st</sup>* day of *July*, 1955.

Witness to the above Signatures—

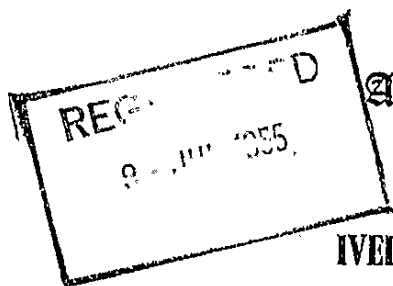
*J. Peninson*  
*54 Welbeck Street*  
*London W. 1.*  
*British*



The Companies Act, 1948



**COMPANY LIMITED BY SHARES**



**Articles of Association**

OF

**IVERNA INVESTMENTS LIMITED**

**PRELIMINARY**

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53 and 75 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

**SHARE CAPITAL AND SHARES**

3. The Original Share Capital of the Company is Twenty Thousand Pounds, divided into Twenty Thousand Shares of One Pound each.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

**GENERAL MEETINGS**

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

## DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than five but need not exceed one.

9. The following persons shall be the first Directors of the Company: ABRAHAM REISS and BELLA REISS. They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he or she shall live unless he or she shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

## CAPITAL RESERVE

12. (a) All capital appreciations realised upon or derived from the sale realisation or payment off of properties or investments or any change or transposition of properties or investments or other realization of or dealings with capital assets with any other sums which in the opinion of the Directors are of a capital nature shall be applied to capital purposes only and unless forthwith appropriated to meeting realised losses on sales, realizations or payment off of or on any change or transposition of properties or investments or other realizations of or dealings with capital assets or to writing down properties, investments or other capital assets (either individually or in the aggregate) shall be carried by the Directors to the credit of a capital reserve account and all losses of a similar nature shall be carried to the debit of such capital reserve account. The sum carried and for the time being standing to the credit of the capital reserve account shall not in any event be transferred to profit and loss or revenue account or regarded or treated as profits of the company available for dividend or be available for distribution by way of dividend or bonus or applied in paying dividends or bonuses or any shares in the Company's capital but it shall be applicable for making good losses in the Company's properties and investments and providing for depreciation in the value of the Company's properties and investments.

(b) The Directors may employ the sums from time to time carried to the credit of the said capital reserve account in the business of the Company or invest the same in

such investments (other than the shares of the company) as they may select.

#### WINDING UP

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

---

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

Abraham Reiss

9 Meadoway Close

London

N.W. 11.

Ladies Clothing Manufacturer

Bella Reiss,

9 Meadoway Close,

London

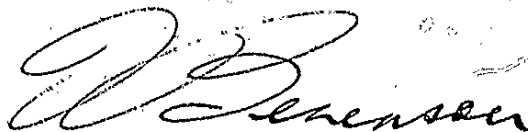
N.W. 11.

Married woman

---

Dated the 1<sup>st</sup> day of July, 1955.

Witness to the above Signatures—

J. Jensen

54 Welbeck Street

London W.1.

Smith

DUPLICATE FOR THE FILE

No. 551844



## Certificate of Incorporation

I Hereby Certify That

IVERNA INVESTMENTS LIMITED

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

Given under my hand at London this Ninth day of  
July One Thousand Nine Hundred and Fifty five.

*L. R. (and for)*  
Registrar of Companies

Certificate  
received by

*19th Jan 55 Benson & Lygon*

Date 11th July 1955