

NO. OF COMPANY. **583665**

[C.F. 41]

**THE COMPANIES ACT, 1948.**



A/5/-  
Companies  
Registration  
Fee Stamp  
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)*

(SEE FOOTNOTE OVERLEAF.)

NAME OF

COMPANY..... **V. GOODAIR & SONS (FARMERS)**.....

**LIMITED.**

STAT. No. C.F. 41.

CS11 JST66(1)1

**JORDAN & SONS,  
LIMITED**

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

*Presented by*

George J. Jordan,

Secretary.

**30 APR 1957**

I, OSCAR DE LA CRUZ STANLEY BARNES

of 14 High Street, Lymington in the County of Hants.

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] ~~[a person named in the Articles of Association as a Director/Secretary]~~

of H. GOODALL & SON (FARMERS)

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 Lymington in the  
County of Hants

the 26th day of April  
(One thousand nine hundred and ~~fifty-seven~~  
before me,

[Signature]  
A Commissioner for Oaths (B)

NOTE.

Section 15 of The Companies Act, 1948.

15. (1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

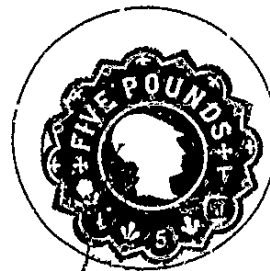
(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, in compliance with all or any of the said requirements, shall be produced to the Registrar, and the Registrar may accept it as full evidence of compliance.

This margin to be reserved for binding.

NO. OF COMPANY 583665

[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.)*

REGISTERED

9 MAY 1957

NAME OF

COMPANY

H. GOODALL & SON (LIMITED)

\_\_\_\_\_  
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.

SHAW & SONS  
LIMITED

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

Presented for registration by

000000

## The Nominal Capital

of H. GOODALL & SON (FARMERS)

LIMITED

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

Signature *H. Goodall*

Description *Secretary*

Date 26th April, 1907.

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



583665

1.

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

of

H. GOODALL &amp; SON (FARMERS) LIMITED.

REGISTERED

9 MAY 1957

1. The name of the Company is "H. GOODALL & SON (FARMERS) LIMITED".

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

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

(1) (a) To carry on business as farmers, poultry farmers, agriculturists, horticulturists, tomato growers, fruit, vegetable and potato growers, nurserymen, market gardeners, breeders, buyers, sellers and dealers of and in sheep, pigs, horses, cattle and animals of every kind; graziers, dairymen, hay and straw dealers, seedsmen, corn and flour merchants, butchers, and producers and importers of, and dealers in milk, cream, butter, cheese, eggs, poultry, fruit, vegetables, potatoes, jam, honey, meats, groceries and provisions, and foodstuffs generally.

(b) To carry on business as agricultural contractors, threshing and cultivation contractors, harvesters, general contractors, agricultural machine proprietors, builders and contractors, painters, decorators, plumbers, agricultural, mechanical, electrical and general engineers, coal, coke and fuel merchants, haulage contractors, carriers of passengers and goods, motor car, coach and lorry proprietors, and proprietors of garages and service stations.

(c) To exhibit any of the animals or poultry bred and dealt in by the Company at any show or exhibition, and to promote and hold shows and exhibitions of all kinds.

(2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

5433

5085  
30 APR 1957

Aut.

- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of 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.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.

- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.

- (21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.
- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (24) To distribute any of the property of the Company among its Members in specie.
- (25) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

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.



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.	No. of Shares taken by each Subscriber.
<i>Herbert Goodall</i> HERBERT GOODALL <i>1 Barnington Farm, Lynnington</i> WALHAMPTON, <i>Farmer</i>	<i>one</i>
<i>Alan Lewis Goodall</i> ALAN LEWIS GOODALL <i>Barnington Farm, Lynnington</i> WALHAMPTON, <i>Farmer.</i>	<i>One</i>
<i>Edith May Wild</i> EDITH MAY WILD <i>2 "The Chest" Lodge, Ballantown, Lynnington</i> <i>Barrymair</i>	<i>One</i>
<i>Doris Helen Grant</i> DORIS HELEN GRANT <i>beams, Cottage, Lake, Grant</i> <i>N. Lynnington</i> <i>Married woman</i>	<i>one</i>
TOTAL SHARES TAKEN	<i>four</i>

Date this *26<sup>th</sup>* day of *April* 19 *57*

Witness to the above Signatures:-

C. H. S. B. B. B.

*(Signature)*

*Edith May Wild*



583665

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

of

REGISTERED

9 MAY 1957

H. GOODALL & SON (FARMERS) LIMITED.

PRELIMINARY AND INTERPRETATION.

1. The following shall be the Articles of the Company.

2. The regulations contained in Table A of the First Schedule to the Companies Act, 1948, are excluded and shall not apply to the Company, except in so far as the said regulations are hereinafter expressly stated to apply to the Company. In case of any difference or inconsistency between the provisions of these Articles and the regulations of the said Table A hereinafter expressly referred to, the provisions of these Articles shall prevail.

3. In these Articles:-

"the Act" means the Companies Act, 1948;

"the seal" means the Common Seal of the Company.

"the Secretary" means any person appointed to perform the office of Secretary of the Company.

"the United Kingdom" means Great Britain and Northern Ireland;

"Table A" means Part I of Table A of the First Schedule to the Act;

"the Articles" means the Articles of Association of the Company as originally hereby framed, or as altered by special resolution, except that where there is a reference to a number of a clause of the Articles, it shall be deemed to refer to the clause as numbered in the Articles as herein printed, and not in any subsequent alteration of the Articles.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in the Articles shall bear the same meaning as in the Act.

4. The Company is a private company within the meaning of the Act, and accordingly:-

- (a) The right to transfer Shares is restricted in the manner hereinafter prescribed;
- (b) The number of members of the Company is limited to fifty, exclusive of persons who are in the employment of the Company, and of persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of such employment to be, members of the Company; provided that where two or more persons hold one or more Shares in the Company jointly, they shall for the purpose of this Clause be treated as a single member;
- (c) Any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited; but nevertheless an offer or invitation may be made to the members and debenture holders of the Company, subject to the provisions of sub-clause (b) of this Clause, to subscribe for Shares or Debentures of the Company, if such an offer or invitation can properly be regarded as a domestic concern of the persons making and receiving it, whether because it is not calculated to result directly or indirectly in the Shares or Debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation, or otherwise.

- (d) The Company shall not have the power to issue Share Warrants to bearer;
- (e) The Company shall be an exempt Private Company within the meaning of Section 129 (4) of the Act, and the Directors shall ensure that all the provisions of the Act and of the Seventh Schedule thereto shall be at all times observed, so that the Company shall always remain an exempt Private Company; and in particular no Shares or Debentures of the Company shall be held by any body corporate, and no person other than the holder of the Shares or Debentures of the Company shall have any interest in the said Shares or Debentures, unless the holding of the said Shares or Debentures by a body corporate, or the interest in the said Shares or Debentures by a person other than the holder of the said Shares or Debentures shall fall within the exceptions to the basic conditions as stated in the said Seventh Schedule. All the other clauses of the Articles shall apply and be construed so as to be subject to the provisions of this Clause.

#### ALTERATION OF ARTICLES.

5. The Company may from time to time alter or add to any of these Articles by passing and registering a special resolution in the manner prescribed by the Act. No Member of the Company shall be bound by any alteration made in the Memorandum of Association or in the Articles after the date on which he became a Member, if and so far as the alteration requires him to take or subscribe for more Shares than the number held by him at the date on which the alteration is made, or in any way increases his liability as at that date to contribute to the Share Capital of, or otherwise to pay money to, the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

#### SHARES.

6. Regulations 2 to 10, inclusive, of Table A shall apply.

LIEN.

7. The Company shall have a first and paramount lien on every Share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that Share, and the Company shall also have a first and paramount lien on all Shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company, but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Clause. The Company's lien, if any, on a Share shall extend to all dividends payable thereon.

8. Regulations 12 to 14, inclusive, of Table A shall apply.

CALLS ON SHARES.

9. Regulations 15 to 21, inclusive, of Table A shall apply.

TRANSFER OF SHARES.

10. If any Member wishes to transfer his Shares, or any of them, to a person who is not a Member of the Company, the Member wishing to transfer his Shares (hereinafter referred to as "the transferring Member") shall notify his wish to the Directors by sending to them a notice in writing (hereinafter referred to as a "transfer notice") to the effect that he wishes to transfer such Shares. The said transfer notice shall specify the number of Shares which the transferring Member wishes to transfer, and the sum estimated by the transferring Member to be the value of each of such Shares. The transferring Member shall not be entitled to revoke a transfer notice without the consent in writing of the Directors.

11. The receipt by the Directors of a transfer notice shall constitute an authority to them to offer for sale the Shares which the transferring Member wishes to transfer at a fair value, to be ascertained as follows:-

- (a) If the Directors shall approve the sum estimated by the transferring Member as the value of the Shares, then such sum shall be fair value;
- (b) If the Directors, at their discretion, shall not approve the sum estimated as the said value by the transferring Member, they shall request the Auditor of the Company to make, in writing, a valuation of the current value of the said Shares, and the sum thus fixed by the Auditor shall be the fair value;

- (c) If for any reason the Auditor shall refuse to, or for any other reason shall not, make the said valuation, the Directors, with the consent in writing of the transferring Member, shall request any other person whom they think fit to make the said valuation in the same manner as prescribed in sub-clause (b) of this Clause, and the sum thus fixed by this person shall be the fair value.

12. When the fair value of the Shares which the transferring Member wishes to transfer shall have been fixed in the manner prescribed in Clause 11 of the Articles, the Directors shall cause a notice in writing to be sent to the transferring Member, informing him of the fair value of the Shares, and shall also cause a notice to be sent to every other Member of the Company, stating the number and fair value of the said Shares, and shall therein invite such Members to give notice in writing, within fourteen days, whether he is willing to purchase any, and if so what maximum number, of the said Shares.

13. If at the expiration of the fourteen days referred to in Clause 12 of the Articles only one Member (hereinafter referred to as "the purchasing Member") shall have given notice in writing to the Company of his desire to purchase all or some of the Shares which the transferring Member wishes to transfer, the Directors shall inform the transferring Member of the name and address of the purchasing Member, and the transferring Member shall complete and execute a transfer of those of the said Shares which the purchasing Member has stated in the said notice that he is willing to purchase to the purchasing Member, and shall deliver up the said transfer and the relative Share Certificates to the purchasing Member in exchange for the purchase money. If at the expiration of the said fourteen days two or more Members (hereinafter referred to as "the purchasing Members") shall have given notice in writing to the Company of their desire to purchase all or some of the said Shares, the Directors shall apportion the said Shares amongst the purchasing Members as far as possible in proportion to the number of Shares in the Company already held by them respectively, provided that none of the purchasing Members shall be obliged to take more than the maximum number of the said Shares which he has expressed his willingness to take in the said notice. If the number of the purchasing Members exceeds the number of the said Shares, the Directors shall not apportion more than one of the said Shares to any one of the purchasing Members, and shall select as the transferees of the said Shares those of the purchasing Members having larger holdings of Shares in the Company in preference to those of the purchasing Members having smaller holdings of Shares in the Company. The Directors shall then inform the transferring Member of the names and addresses of the

purchasing Members or of those of them who shall have been selected as transferees by the Directors in accordance with the provisions of this Clause, and the number of Shares to be transferred to each of them; and the transferring Member shall complete and execute transfers to the purchasing Members or those of them selected as transferees as aforesaid of those Shares to be transferred to them under the provisions of this Clause, and shall deliver up the transfers and the relative Share Certificates to the Members to whom he has transferred his Shares, in exchange for the purchase money.

14. Notwithstanding anything in Clause 13 of the Articles, when, under the provisions of the said Clause, the transferring Member has transferred some of the Shares in respect of which a Share Certificate has been issued to one transferee, and other of the Shares in respect of which the same Share Certificate has been issued to one or more other transferees, the transferring Member shall deliver the said Share Certificate and the transfers not to the said transferees, but to the Company, and the Secretary shall retain the said Share Certificate, and shall certify on the transfers that the relative Share Certificates for the transferring Member's Shares have been duly lodged in the office of the Company.

15. If the Directors shall be unable, within one month after the receipt of the transfer notice referred to in Clause 10 of the Articles, to find a purchaser for all or any of the Shares which the transferring Member wishes to transfer among the Members of the Company, the transferring Member may transfer the said Shares or those thereof which remain unsold under the provisions of Clause 13 of the Articles to any person, even though such person is not a Member of the Company, and at any price which may be agreed between the transferring Member and the said person; but notwithstanding anything contained in this Clause, the Directors may refuse to register the transfer and the said person as a Member of the Company under the provisions of Clause 17 (a) of the Articles and of Regulation 25 of Table A.

16. Nothing contained in the provisions of Clauses 10 to 15 inclusive of the Articles shall apply to a transfer of Shares by a Member of the Company to a person who is already, before the said transfer, a Member of the Company.

17. (a) The Directors may, in their absolute discretion and without assigning any reason therefor, refuse to register any transfer of any Share, whether or not it is a fully paid up Share.

(b) Regulations 22 and 23, and Regulations 25 to 28, inclusive, of Table A shall apply.

TRANSMISSION OF SHARES.

18. Regulations 29 to 32, inclusive, of Table A shall apply.

FORFEITURE OF SHARES.

19. Regulations 33 to 39, inclusive, of Table A shall apply.

ALTERATION OF CAPITAL.

20. Regulations 44 to 46, inclusive, of Table A shall apply.

GENERAL MEETINGS.

21. Regulations 47 to 49, inclusive, of Table A shall apply.

NOTICE OF GENERAL MEETINGS.

22. Regulations 50 and 51 of Table A shall apply.

PROCEEDINGS AT GENERAL MEETINGS.

23. (a) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two or more Members personally present and holding, or representing by proxy, not less than Five per cent. of the issued Capital of the Company, shall be a quorum.

(b) Regulation 52, and Regulations 54 to 61, inclusive, of Table A shall apply.

VOTES OF MEMBERS.

24. Regulations 62 to 73, inclusive, of Table A shall apply.

CORPORATIONS ACTING BY REPRESENTATIVES  
AT MEETINGS.

25. Regulation 74 of Table A shall apply.

RESOLUTIONS IN WRITING.

26. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.



DIRECTORS.

27. (a) The number of the Directors of the Company shall be the number fixed from time to time by the Company in General Meeting but need not exceed one. The first Directors of the Company shall be Herbert Goodall, Alan Denis Goodall and Evelyn May Wild. If and so long as there is a sole Director he or she shall have authority to exercise all the powers, authority and discretions by the Articles expressed to be vested in the Directors, and the Articles shall be interpreted as modified accordingly.

(b) Subject to the provisions of Section 184 of the Act and Regulation 96 of Table A, and of Clause 31A of the Articles, the said Herbert Goodall, so long as he continues to be the beneficial holder of 10 Shares in the Company, and the said Alan Denis Goodall so long as he continues to be the beneficial holder of 10 Shares in the Company, shall remain Directors of the Company, and shall not be subject to retirement by rotation under the provisions of Regulation 89 of Table A, until they shall die or elect to retire.

(c) The qualification of a Director shall be the holding as beneficial owner of at least One Share of the Company. A Director may act before acquiring his qualification, but it shall be his duty to acquire his said qualification within two months after his appointment.

(d) Regulations 76 and 78 of Table A shall apply.

POWERS AND DUTIES OF DIRECTORS.

28. Any Director may from time to time appoint any person to be an alternate or substitute Director, provided that such appointment is approved by a Special Resolution passed by the Company in General Meeting. The appointee, while he holds office as an alternate or substitute Director, shall be entitled to receive notice of the Meetings of the Directors, and of committees of the Directors, and to attend and vote thereat, and to act, to the same extent as the Director appointing him, but he shall not require any qualification, and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him, as may be agreed between the said Director and the appointee. Any appointment so made may be revoked at any time by the appointor or by a resolution of the Directors, or by an Ordinary Resolution of the Company in General Meeting. Any appointment, or revocation by the appointor, made under this Clause shall be in writing, and notice in writing shall be given to the registered office of the Company or to some other place as the Company may determine from time to time.

29. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information, supported if the Directors so require by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company within the meaning of Section 129 (4) of the Act.

30. (a) A Director may vote and be counted in the quorum at any meeting of the Directors in respect of any contract or proposed contract or arrangement with the Company whether or not such Director is directly or indirectly interested in any such contract or proposed contract.

(b) Regulations 80 to 83, inclusive, Sections (1), (3), (4), and (5) of Regulation 84, and Regulations 85 to 87, inclusive, of Table A shall apply.

#### QUALIFICATION OF DIRECTORS.

31A. The office of Director shall be vacated if the Director:-

- (a) Ceases to be a Director by virtue of Section 182 of the Act; or
- (b) Becomes bankrupt, or makes any arrangement or composition with his creditors generally; or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (d) Is found lunatic or becomes of unsound mind; or
- (e) Is convicted of an indictable offence; or
- (f) Gives to the Directors one month's notice in writing that he resigns his office of Director, in which event the said office shall be vacated at the expiration of such month; or
- (g) Shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

31B. A person otherwise eligible, and not excluded by the provisions of any other clause in the Articles, may be appointed a Director in the manner provided in the Articles, notwithstanding that he is over seventy years of age at the time of his appointment as a Director; and subject to any other provision in the Articles, a Director may continue to hold office as a Director notwithstanding that he has reached the age of seventy, and no Director shall retire at the conclusion of the first Annual General Meeting after he has reached the age of seventy or at any other time merely because he has reached the age of seventy or any other age. The provisions of Section 185 of the Act shall not apply to the Company at any time whether or not at that time the Company is by statute exempted from those provisions.

ROTATION OF DIRECTORS.

32. Regulations 89 to 97, inclusive, of Table A shall apply, unless herein otherwise expressly provided.

PROCEEDINGS OF DIRECTORS.

33. (a) The quorum necessary for the transaction of business at a Meeting of the Directors shall (until otherwise determined by the Company in General Meeting) be one, and one Director present alone at a duly convened Meeting of the Board of Directors may act and pass resolutions, and such acts and resolutions shall be as valid as if they had been performed or passed by a majority of the Directors present at a Meeting of the Directors attended by more than one Director.

(b) Regulation 98, and Regulations 100 to 106, inclusive, of Table A shall apply.

BORROWING BY DIRECTORS.

34. The Directors may from time to time, at their discretion, raise or borrow any sum or sums of money, for the purposes of the Company, and may secure the sums so raised or borrowed by mortgage of the whole or any part of the property or assets of the Company, both present and future, including the uncalled Capital of the Company, or by Debentures, Debenture Stock or other securities, charged upon the said property or assets of the Company.

MANAGING DIRECTOR.

35. Subject to the provisions of Section 184 of the Act, and Regulation 96 of Table A, and of Clause 31A of the Articles, the said Alan Denis Goodall, referred to in Clauses 27(a) and 27(b) of the Articles, so long as he shall continue to hold as beneficial owner 10 Shares in the Company and to be a Director of the Company under the provisions of Clause 27(b) of the Articles, shall be the permanent Managing Director of the Company, and shall be entitled to exercise all the powers, authorities and discretions conferred by the Articles on the Directors.

SECRETARY.

36. Regulations 110 to 112, inclusive, of Table A shall apply.

SEAL.

37. Regulation 113 of Table A shall apply.

DIVIDENDS AND RESERVE.

38. Regulations 114 to 122, inclusive, of Table A shall apply.

ACCOUNTS.

39. Regulations 123 to 127, inclusive, of Table A shall apply.

CAPITALISATION OF PROFITS.

40. Regulations 128 and 129 of Table A shall apply.

AUDIT.

41. Regulation 130 of Table A shall apply.

NOTICES.

42. Regulations 131 to 134, inclusive, of Table A shall apply.

WINDING UP.

43. Regulation 135 of Table A shall apply.

INDEMNITY.

44. Regulation 136 of Table A shall apply.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Herbert Goodall  
Bampton's Farm 1 Lymington  
Farmer

BAMPTONS FARM, WALHAMPTON,

Alan Lewis Goodall Lymington  
Farmer

Esther. Mary Wild

2 Elmore Court Cottages Walhampton Lymington  
Dairymaid

Miss Eileen Chant

Corner Cottage, Lake Court, The Lymington  
Married woman

Dated this

26<sup>th</sup>

day of April

1917

Witness to the above Signatures:-

*[Signature]*

DUPLICATE FOR THE FILE

No. 583665



## Certificate of Incorporation

I Hereby Certify That

**H. GOODALL & SON (FARMERS) 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

**May** ... One Thousand Nine Hundred and Fifty **seven.**

**ASSISTANT** *H. Mann*  
Registrar of Companies

Certificate  
received by

*Shaw & Son*

Date

**9-5-57**

PART OF DOC (47) **HOPE JONES** Chartered Accountants

Lymington House 73 High Street  
Lymington Hampshire SO4 9ZA

Telephone Lymington (0590) 73322

Your ref

583665

Our ref

AER/JAC/318

AA Wilson, B.Sc.(Econ.)  
P G Edwards  
R R Jennings  
AB Maugham

12th April, 1985.

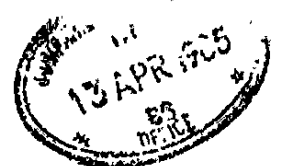
The Registrar of Companies,  
Companies Registration Office,  
Crown Way,  
Maindy,  
CARDIFF,  
CF4 3UZ.

Dear Sir,

H. Goodall & Son (Farmers) Limited

We refer to the Annual Return Form sent to you on the 4th April, 1985 and in particular to the total amount of indebtedness of the Company which was shown on the Return at £5,666. This figure should be increased by the amount of a Bank Loan Account, £21,703, which was inadvertently omitted. Would you therefore kindly note that the total indebtedness to be entered in place of the £5,666 is £27,369. Our clients wish to apologise for this oversight.

Yours faithfully,



Company Number: 00583665

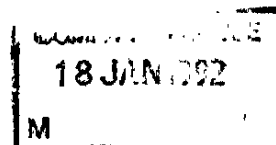
H. GOODALL & SON (FARMERS) LIMITED

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

WRITTEN RESOLUTION



We, the undersigned, being all the Members for the time being of the Company entitled to attend and vote at General Meetings pass the following resolution as a Written Resolution pursuant to Section 381A Companies Act 1985:-

It was resolved THAT .....

1. pursuant to Section 366A Companies Act 1985, the Company hereby elects to dispense with the holding of an Annual General Meeting in 1991 and in each subsequent year.
2. pursuant to Section 252 Companies Act 1985, the Company hereby elects to dispense with the laying of Accounts and Reports before the Company in General Meeting in respect of the year ended 31st March, 1991 and subsequent years.

Signed: ..... *A.D. Goodall* ..... A.D. GOODALL

..... *D.E. Chant* ..... MRS. D.E. CHANT

..... *G. Goodall* ..... MRS. G. GOODALL

..... *M.L. Wild* ..... MR. M.L. WILD

Dated this 4th day of January 1992