

# 24-112-90

ROUTLEDGE & GOAD LIMITED

THE COMPANIES ACT 1985

Registered Number 640290

NOTICE IS HEREBY GIVEN under the Act mentioned above that an Extraordinary General Meeting of the above named Company will be held at Ely Road, Stretham, Ely, Cambridgeshire on 14th December 1990, at 11.00am. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution

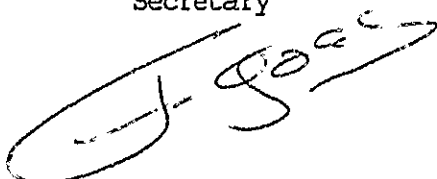
## SPECIAL RESOLUTION

THAT the Memorandum of Association be altered with respect to the objects of the Company by adopting in substitution for and to the exclusion of the present objects clause the new objects clause submitted to this meeting and approved without amendment.

Dated 14th December 1990

BY ORDER OF THE BOARD

Secretary



- Notes;
1. Any member of the Company entitled to attend, speak and vote at the above-mentioned meeting may appoint a proxy to attend, speak and, on a poll, vote instead of that member. A proxy may demand, or join in demanding, a poll. a proxy need not be a member of the Company.
  2. A print of the present memorandum and a copy of the proposed new objects clause may be inspected without charge at the registered office of the Company during normal business hours and will be available at the meeting.

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ROUTLEDGE & GOAD LIMITED

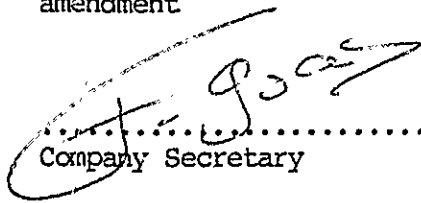
THE COMPANIES ACT 1985

Registered Number 640290

Copy resolution of the type and in the terms specified below as passed by the members of the Company named above at their extraordinary general meeting duly convened and held at Ely Road, Stretham, Ely, Cambridgeshire  
on 14th December 1990

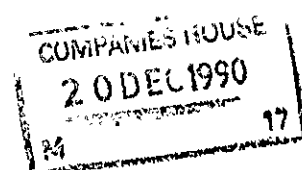
SPECIAL RESOLUTION

THAT the memorandum of association be altered with respect to the objects of the Company by adopting in substitution for and to the exclusion of the present objects clause the new objects clause submitted to this meeting and approved without amendment

  
.....  
Company Secretary

Dated 14th December

1990



No. of Company 640290

The Companies Acts 1948 to 1980  
and

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

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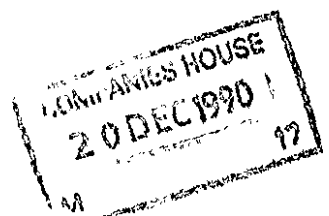
# MEMORANDUM AND ARTICLES OF ASSOCIATION

ROUTLEDGE AND GOAD LIMITED

(Incorporated the 23rd day of October 1959)

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Jordan & Sons Limited  
Company Formation and Information Services  
Printers and Publishers  
Branches Throughout the United Kingdom  
Telephone 071-253-3030 Telex 261010



ROUTLEDGE & GOAD LIMITED

Registered Number: 640290

MINUTES of the board of directors meeting held on 14th December 1990  
at Ely Road, Stretham, Ely, Cambridgeshire

Present R J Goad : - director and chairman

In attendance F M Goad : - company secretary

ALTERATION OF

OBJECTS

WITH a view to altering its memorandum of association with respect to the objects of the Company under section 4 of the Companies Act 1985 and all other powers in that behalf in manner appearing from the draft then produced and approved and initialled for the purpose of identification by the chairman it was RESOLVED to order the company secretary to convene an extraordinary general meeting by notice in the form also then produced and for the purpose of identification initialled by the chairman and approved, and in due course to arrange such printing and registration as may be necessary.

There being no further business the meeting ended

.....  
Chairman

Dated 14th December

1990



24 1 2 3 0

CONSENT TO SHORT NOTICE

ROUTLEDGE & GOAD LIMITED

We the undersigned, being a majority in number of the members of the above Company having the right to attend and vote at the meeting convened by the attached notice and together holding not less than 95% in nominal value of the shares giving such right hereby agree that the meeting shall be deemed to have been duly called and the resolution set out in the Notice of the Meeting may be proposed and passed at the meeting as a Special Resolution notwithstanding that less notice than is required by the Companies Act 1985 has been given.

Signatures.....



241230

THE COMPANIES ACTS 1948 to 1980

and

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

ROUTLEDGE AND GOAD LIMITED

1. The name of the Company is "ROUTLEDGE AND GOAD 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 all or any of the businesses of a property investment company in all its branches, and to acquire by lease, purchase, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, and other property and rights and interest in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, construct, reconstruct, improve, alter, decorate, furnish and maintain offices, houses, flats, apartments, service suites, hotels, shops, factories, warehouses, buildings, garages, works and conveniences of all kinds, to consolidate or connect or subdivide properties and to lease or otherwise dispose of the same and to advance money to and enter into contracts with builders, tenants and others and generally to finance building operations of every description; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income; and to undertake and provide management, administration and consultancy services of all kinds and to enter into, assist and participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account; to carry on all or any of the businesses of land, estate and property developers, repairers and jobbers, estate agents and managers, rent collectors, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, builders and contractors, public works and civil engineering contractors, builders' merchants, plant hire specialists and contractors, merchants of and dealers in building materials, plant, machinery, vehicles and appliances of all kinds, painters, decorators, plumbers, haulage and transport contractors, garage proprietors, civil, mechanical, motor, electrical and general engineers, general merchants, agents and traders; to enter

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into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account; and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by or connected with the Company; and to buy, sell, manufacture, repair, alter, manipulate or otherwise deal in vehicles, plant machinery, fittings, furnishing and implements, tools, materials, products, articles and things capable of being used for the purpose of the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company; and to act as merchants generally.

(b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.

(c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.

(d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.

(e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.

(f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.

(g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.

(h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.

(i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.

(j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others.

(k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment therefor by the creation and issue of debentures, debenture stock, mortgages or in any other way.

(l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.

(m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.

(n) To draw, make, accept, endorse and execute bills, warrants, notes or other negotiable or transferable instruments.

(o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.

(p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.

(q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.

(r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited.

5. The share capital of the Company is £25,100 divided into 25,100 shares of £1 each.



# 24-12-90

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ROUTLEDGE AND GOAD LIMITED

PRELIMINARY

1. Regulations 2, 3, 24, 53, 75, 88, 107, 108, 110 and 134 of Part I of Table A (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A of the First Schedule of the Companies Act 1948 as amended by the Companies Act 1980 subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

2. The initial share capital of the Company is £10,000 divided into 10,000 shares of £1 each.

3. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares.

4. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

TRANSFER OF SHARES

5. (A) Save as otherwise hereinafter provided no member (hereinafter called "the retiring member") shall be entitled to transfer or contract to transfer any shares whether by way of sale, death, gift or otherwise, nor declare himself a Trustee (other than for other existing members of the Company) without first causing the same to be offered to the other members of the Company at the fair value in accordance with the provisions of this Clause.

(B) In order to ascertain whether any other members of the Company are willing to purchase the shares at the fair value the retiring member shall give a

notice in writing (hereinafter referred to as a "sale notice") to the Company that he desires to sell the same. Every sale notice shall specify the denoting numbers (if any) of the shares which the retiring member desires to sell, and shall constitute the Company the agent of the retiring member for the sale of such shares to the other members of the Company at the fair value. No sale notice shall be withdrawn except with the sanction of the Directors.

(C) The Directors shall, with a view to finding members willing to purchase the shares (hereinafter referred to as "purchasing members") offer the shares comprised in a sale notice to the persons then holding the remaining shares in the Company as nearly as may be in proportion to their holding of shares in the Company, and shall limit a time within which such offer, if not accepted, will be deemed to be declined; and the Directors shall make such arrangements as they shall think just and reasonable as regards the finding of purchasing members for any shares not accepted by members to whom they shall in the first instance have been so offered as aforesaid.

(D) If the Company shall within twenty-eight days after service of a sale notice find purchasing members in respect of all or any of the shares comprised therein it shall give notice thereof to the retiring member and the retiring member shall be bound upon payment of the fair value to transfer the shares to such purchasing members, who shall be bound to complete the purchase within seven days from the service of such last-mentioned notice.

(E) The fair value shall be fixed by the Auditors for the time being of the Company and the sum so fixed shall, for the purposes of this Clause, be deemed to be the fair value of any share comprised in such notice. For the purpose of fixing such fair value the Auditors shall be deemed to act as valuers and experts and not as arbitrators and their decision shall be final. Accordingly, the Arbitration Act 1950 shall not apply.

6. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

#### VOTES OF MEMBERS

7. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

#### DIRECTORS

8. Regulations 80-87 of Part I of Table A shall apply except that Article 10 shall be substituted for sub-clauses (2) and (4) of Regulation 84 which shall be deleted.

9. A Director who has disclosed his interest in accordance with Regulation 84(1) of Part I of Table A and Section 199 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

10. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

11. A Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.

12. The Company shall not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

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

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of Section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into an arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

#### BORROWING POWERS

14. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

#### MANAGING DIRECTORS AND MANAGERS

15. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he cease from any cause to be a Director.

16. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

## 24-12-90

### SECRETARY

17. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

### NOTICES

18. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them.

### FIRST DIRECTORS

19. The number of Directors shall not be less than two or more than seven.