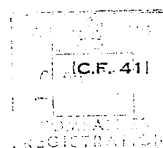


NO. OF COMPANY.....816318

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.....

BRECROW LIMITED.

CAT. No. C.F. 41.

CS11 J5164131L

**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*



I, David St. Clair Morgan  
of 116 Chancery Lane, London, W.C.2.

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

of \_\_\_\_\_

BREGROW 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 Ciffords Inn  
in the City of London

the 3rd day of Aug  
One thousand nine hundred and ~~eight~~ four  
before me, Hea

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.

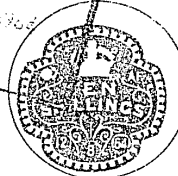
(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar,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

- (a) Delete words not required.  
(b) or Notary Public or Justice of the Peace.

This margin to be reserved for binding.

NO. OF COMPANY.....816318

COMPANY HAVING A SHARE CAPITAL.



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

NAME OF  
COMPANY.....

BRECKOW

LIMITED.

### Statement of the Nominal Capital

*made pursuant to Section 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.)

The Nominal Capital of the above-named Company is £ 100

Signature.....

W.P. Lechman

Date.....10th July, 1964

Description.....

Secretary

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

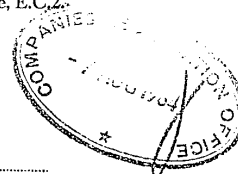
CAT. NO. C.A.25.

52477(1) 11

**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



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

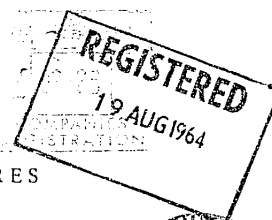
The Companies Act, 1948.

COMPANY LIMITED BY SHARES

816318 3

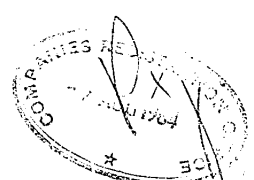
# Memorandum of Association

OF  
BRECROW  
LIMITED



1. The Name of the Company is "BRECROW 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 Farmers, Dairy-men, Market Gardeners, Graziers, Milk Specialists, Fruit and Vegetable Growers and Merchants, Merchants and Distributors of, and Dealers in and Commission Agents for the Sale of Agricultural and Horticultural Produce of every description, Agriculturists, Horticulturists, Nurserymen, Seedsmen, Florists, Millers and Corn Merchants, Stock and Poultry Breeders, Agricultural Merchants and Contractors, Dealers in Horticultural and Agricultural Sundries and Requisites, and Chemical and other Manures, Manurial Products and Fertilisers, Buyers, Keepers, Breeders, and Commission Salesmen of and Dealers in Cattle, Horses, Sheep, Pigs, Poultry and all kinds of Live and Dead Stock, and Manufacturers, Merchants, Hirers, and Letters on Hire of and Dealers in Agricultural and Dairy Implements, Machinery, and Utensils of all kinds and all other things or effects used or required in connection with Farming, Dairying, Milling and Agriculture, Agricultural, Motor, Electrical, Mechanical, and General Engineers, Pest Control, Crop Protection and Agricultural Spraying and Spreading Contractors and Specialists, Contractors for Tractor Work, Steam and other Ploughing and all other operations connected with the cultivation of the soil, Preservers, Canners, Packers, Tanners, Bottlers, and Wholesale and Retail Dealers of and in Agricultural and Horticultural Produce of all kinds and Edible Products and Consumable Articles, Produce, Provisions, Foodstuffs and Food Products of every description; Grocers, Provision Merchants, Confectioners, Bakers, Butchers, Tobacconists, Newsagents, Carriers, Haulage and Cartage Contractors, Garage Proprietors, Builders and Contractors, Builders' Merchants, Coal, Coke and Timber Merchants, and General Merchants, Agents, Factors, Traders and Dealers.
  - (B) To buy, sell, manufacture, repair, alter, hire, let on hire, export, import, and deal in plant, machinery, appliances, apparatus, utensils, materials, produce, articles and things of every description capable of being used in connection with the foregoing businesses or any of them or likely to be required by any of the customers of or persons having dealings with the Company.

Seite 7



- (c) To carry on any other business 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, 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, or for subsidising or otherwise assisting 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.

which may seem to the Company to be carried on in connection with and directly or indirectly to the more profitable any of the

means acquire any freehold, any estate or interest whatever, in or over or in respect of any lands, factories, mills, works, or machinery, engines, rolling mills and stock, barges, vessels, or property or rights whatsoever which may be conveniently used with, or for the benefit of, any other property of the Company.

to alter, enlarge, pull down, and rebuild, any offices, factories, mills, works, or machinery, engines, walls, or other structures and to clear sites thereon, or person, firm, or company in connection with and to work, manage, and conduct in so doing.

by other means acquire and hold any estate or interest in the United Kingdom, or in any other country, in rights, brevets d'invention, or other privileges, and concessions, or other advantages or useful to the Company, and to manufacture in respect of the same, and to put upon and testing and in connection with any patents, inventions, or other rights, and to acquire or propose to acquire.

or any part of the business, or any firm, or company carrying on the businesses which this Company, and as part of the business, to undertake all or any of the business of the Company, or to acquire an interest in partnership or into partnership, or for co-operation, or for assistance with any such business, or subsidising or otherwise assisting any company and to give or receive any of the acts or things which are done by shares, Debentures, Debentureholders, and to hold and deal with any shares, or other 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 employees, 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 dependants 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 dependants.
- (t) 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.

(tr)

(v)

(w)

(x)

It is hereby expressed that the objects mentioned in the above clauses shall be construed independently of each other, and shall not be limited by the objects mentioned in any other clause.

4. The L

5. The S  
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(u) To otherwise acquire and hold of any other company similar to those of this capable of being carried at this Company.

(v) To effect for any person, firm, or company sub-contracts, and the Company through or factors, or others.

(w) To company rendering services or by the allotment to of the Company credited

(x) To otherwise as may be thought

(u) 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, in particular for shares, debentures, or securities of any company purchasing the same.

(v) 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.

(w) To procure the Company to be registered or recognised in any part of the world.

(x) 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 hereof, 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 One Hundred Pounds, divided into One Hundred Shares of One Pound each.

hereby expressed in connection with the of the Company, or to the Company to pay the same. the objects mentioned others for underwriting. subscription of any Shares.

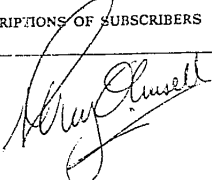
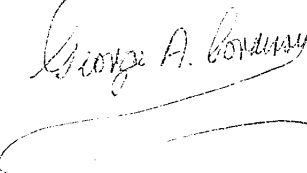
4. The Liabilities of this Company.

5. The Share Capital of the Company is One Hundred Pounds, divided into One Hundred Shares of One Pound each. may be for the benefit of be connected with any carries on business; to give s, and superannuation or able aid to any persons or who are or have been have served the Company, and other relatives and de- ments towards insurance; maintain superannuation contributory or non-contrib- persons and of their wives, and dependants.

the purpose of acquiring the property and undertaking y, or of undertaking any appear likely to assist or the value of any property place or guarantee the or otherwise acquire all es of any such company



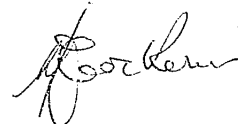
We the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
 PERCY O. ANSELL, 116, Chancery Lane, London, W.C.2. Commercial Manager	One
GEORGE A. CORDEROY 116, Chancery Lane, London, W.C.2. Assistant Manager 	One

Dated the 10<sup>th</sup> day of JULY, 1964

Witness to the above Signatures—

W. L. COCKERILL  
 116, Chancery Lane,  
 London, W.C.2.



1. To The Co shall apply hereby: not apply Part I of regulation

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S	Number of Shares taken by each Subscriber.
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	One

19 64

The Companies Act, 1948.

816318

COMPANY LIMITED BY SHARE



REGISTERED

19 AUG 1964

## Articles of Association

OF

BRECROW

LIMITED

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.

3. 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.

4. 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.

5. 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."

6. 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. If and so long as there is a sole Director he shall have authority to exercise all the powers by Table A or these Articles vested in the Directors generally.

7. The first Director of the Company shall be appointed by the Subscribers hereto by an instrument in writing under their hands.

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

9. 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.

10. 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.

Witness to the  
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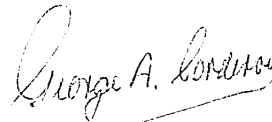
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Assi ectively, and the  
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always that the  
of Shares (if any)

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

PERCY O. ANSELL.  
116, Chancery Lane,  
London, W.C.2.  
Commercial Manager

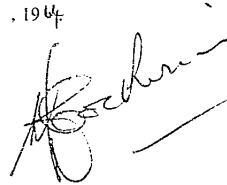


GEORGE A. CORDEROY  
116, Chancery Lane,  
London, W.C.2.  
Assistant Manager



Dated the 10<sup>th</sup> day of JULY, 1944

Witness to the above Signatures—  
W. L. COCKERILL  
116, Chancery Lane,  
London, W.C.2.



Witness to the  
W. L.

C. 173

DUPLICATE FOR THE FILE.

No. 616318



## Certificate of Incorporation

I Hereby Certify that

BRECROW LIMITED

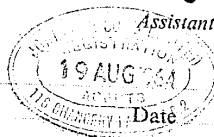
is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this NINETEENTH DAY OF AUGUST  
ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

*L.S. Whitfield.*

Assistant Registrar of Companies.

Certificate  
received by }



Number of  
Company } 81028.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Copy

**Special Resolution**

(pursuant to the provisions of Section 141 (2) of the Companies Act, 1948)

OF

BRECHOW

LIMITED.

Passed the 23rd day of October 19 64.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at 9 Crane Court, London, E.C.4.

on the 23rd day of October, 19 64, the following

Special Resolution was duly passed:—

\* That the provisions of the Memorandum of Association of the Company with regard to its objects be altered by deleting the existing Sub-Clauses (A) and (B) of Clause 3 and substituting therefor the following new Sub-Clauses:—

- (A) To carry on all or any of the businesses of Guest House Proprietors, Innkeepers, Boarding House Keepers, Hoteliers, Billiards Room Proprietors, Restaurant, Beer House, Cafe and Refreshment Room Proprietors, and Keepers, Licensed Victuallers, Wine, Spirit and Beer Merchants, Brewers, Maltsters, Distillers, Importers of Foreign Wines and Spirits, Manufacturers of and Dealers in Aerated and Mineral Waters of all kinds, General Provision Merchants and Dealers, Refreshment Contractors, Proprietors of Clubs, Motels, Road Houses, Shops, Stores, Kiosks, Baths, Dressing Rooms, Laundries, Libraries and Rooms for Public or Private Use; Job Masters, Livery Stable Keepers, Coach, Carriage, Omnibus, and Motor Vehicle Proprietors, Motor Garage Proprietors, Dealers in, and Hirers and Letters on Hire of Cars, Caravans, Motor Vehicles, and other Vehicles of all kinds, Proprietors and Letters on Hire of Caravans and Camping and Holiday Sites and all accommodation and conveniences required in connection therewith, Dealers in Petrol, Motor Spirits, Oils and other Fuels and Accessories, Organisers of Vehicular Tours, Trips, Excursions and the like, Railway, Coach and Tourist Agents, Forwarding Agents, Theatre Box Office Agents, Insurance Agents, Tobacconists, Hair Dressers, Dealers in Fruit and Flowers, Farmers, Dairymen, Ice Merchants, Bakers, Confectioners, Butchers,

\* The copy Resolution must be signed by the Chairman of the meeting at which it was passed or a Director or the Secretary of the Company. The Certificate overleaf must be completed and signed by a Director and the Secretary of the Company. The copy Resolution must be filed with the Registrar of Companies within 15 DAYS after the passing of the same.

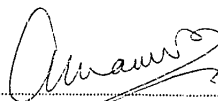
Cat. No. C.A. 50. Shaw & Sons Ltd., 7, 8 & 9, Fetter Lane, E.C.4. S2360 (v) ☐  
Jordan & Sons, Ltd., 115, Chancery Lane, W.C.2.

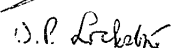
Grocers, Poulterers, Greengrocers, and Importers and Brokers of Food, Live and Dead Stock, and Colonial and Foreign Produce of every description, and General Merchants, Agents, Factors, Traders and Dealers.

- (B) To let the Company's premises, or any part thereof, for banquets, dinners, balls, dances, concerts, or any other purpose which the Company may deem desirable; and to buy, sell and deal in goods, wares, merchandise, commodities, material produce, articles and things of every description capable of being dealt with in connection with the before-mentioned businesses, or any of them, or likely to be required by customers of or persons having dealings with the Company.

  
DIRECTOR

WE HEREBY CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of Section 129 of the Companies Act, 1948, are satisfied at the date of passing of this Resolution, and have been satisfied at all times since the 19th day of August 1964.

  
..... Director.

  
..... Secretary.

§ Insert "1st July 1948" or, if the Company was registered after that date, the date on which it was registered, or, if the Board of Trade has made a direction under the proviso to Section 129 (1) of the Companies Act, 1948, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.



Number of  
Company } 216318 /10

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

COPY

Special Resolution

(pursuant to the provisions of Section 141 (2) of the Companies Act, 1948)

OF

PROPRIETOR

LIMITED.

REGISTERED

14 DEC 1964

Passed the 29th day of November 1964.

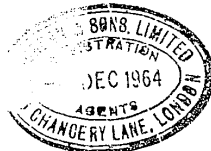
At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at *Rayshidra, Cleveland Walk, Bath*

on the 29th day of November 1964, the following Special Resolution was duly passed:—

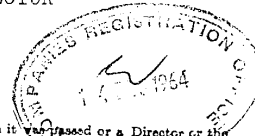
\* 1. That the name of the Company be changed to Sowlish House Limited.

2. That the Articles of Association of the Company be altered by adding after Article 7 the following Article to be numbered 7 A, viz:

7 A. Any Director may in writing appoint any person, who is approved by the majority of the Directors, to be his Alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such Alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an Alternate appointed by him. Every such Alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. An Alternate need not hold any share qualification.



*Stephen Clark*  
DIRECTOR



\* The copy Resolution must be signed by the Chairman of the meeting at which it was passed or a Director or the Secretary of the Company. The Certificate overleaf must be completed and signed by a Director and the Secretary of the Company. The copy Resolution must be filed with the Registrar of Companies within 15 DAYS after the passing of the same.

WE HEREBY CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of Section 129 of the Companies Act, 1948, are satisfied at the date of passing of this Resolution, and have been satisfied at all times since the Ninth day of August 19 64.

Stephen Clark

Director.

L. H. Giff

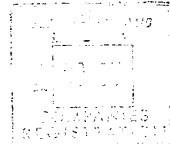
Secretary.

§ Insert "1st July 1948" or, if the Company was registered after that date, the date on which it was registered, or, if the Board of Trade has made a direction under the proviso to Section 129 (1) of the Companies Act, 1948, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

No. 815318



**B**



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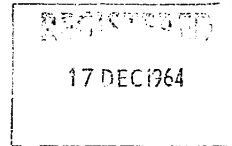
Reference: C.R. 98/7093/64

BOARD OF TRADE

COMPANIES ACT, 1948

BRECROW LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to



BOWLISH HOUSE LIMITED

Signed on behalf of the Board of Trade

this SEVENTEENTH DAY OF DECEMBER

ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

*L.S. Whitfield*

C.60

Authorised in that behalf by the  
President of the Board of Trade

K7752 M7378-48/1621 10,000 4/64 KP3601

2.172

DUPLICATE FOR THE FILE

No. 816318



# Certificate of Incorporation on Change of Name

Whereas

BRECROW LIMITED

was incorporated as a limited company under the  
COMPANIES ACT, 1948,  
on the NINETEENTH DAY OF AUGUST, 1964

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

BOWLISH HOUSE LIMITED

Given under my hand at London, this SEVENTEENTH DAY OF DECEMBER  
ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

Certificate received by

*L.S. Whitfield.*  
Assistant Registrar of Companies.

Date

No. of Company: 816318 / 13

The Companies Act, 1948.

COMPANY LIMITED BY SHARES

Memorandum of Association  
OF  
**BOWLISH HOUSE  
LIMITED**

W.P. Roberts  
SECRETARY

(As altered by Special Resolution passed the 23rd day of October, 1964) JAN 1965

17.12.64

BRECROW

1. "The Name of the Company is "BOWLISH HOUSE 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 Guest House Proprietors, Innkeepers, Boarding House Keepers, Hoteliers, Billiards Room Proprietors, Restaurant, Beer House, Cafe and Refreshment Room Proprietors, and Keepers, Licensed Victuallers, Wine, Spirit and Beer Merchants, Brewers, Maltsters, Distillers, Importers of Foreign Wines and Spirits, Manufacturers of and Dealers in Aerated and Mineral Waters of all kinds, General Provision Merchants and Dealers, Refreshment Contractors, Proprietors of Clubs, Motels, Road Houses, Shops, Stores, Kiosks, Baths, Dressing Rooms, Laundries, Libraries and Rooms for Public or Private Use; Job Masters, Livery Stable Keepers, Coach, Carriage, Omnibus, and Motor Vehicle Proprietors, Motor Garage Proprietors, Dealers in, and Hirers and Letters on Hire of Cars, Caravans, Motor Vehicles, and other Vehicles of all kinds, Proprietors and Letters on Hire of Caravans and Camping and Holiday Sites and all accommodation and conveniences required in connection therewith, Dealers in Petrol, Motor Spirits, Oils and other Fuels and Accessories, Organisers of Vehicular Tours, Trips, Excursions and the like, Railway, Coach and Tourist Agents, Forwarding Agents, Theatre Box Office Agents, Insurance Agents, Tobacconists, Hair Dressers, Dealers in Fruit and Flowers,

\* The name of the Company was on the 17th day of December, 1964, changed from "BRECROW LIMITED" to "BOWLISH HOUSE LIMITED".



343

Farmers, Dairymen, Ice Merchants, Bakers, Confectioners, Butchers, Grocers, Poulterers, Greengrocers, and Importers and Brokers of Food, Live and Dead Stock, and Colonial and Foreign Produce of every description, and General Merchants, Agents, Factors, Traders and Dealers. ~~X~~

- (b) To let the Company's premises, or any part thereof, for banquets, dinners, balls, dances, concerts, or any other purpose which the Company may deem desirable; and to buy, sell and deal in goods, wares, merchandise, commodities, materials, produce, articles and things of every description capable of being dealt with in connection with the before-mentioned businesses, or any of them, or likely to be required by customers of or persons having dealings with the Company. ~~X~~
- (c) To carry on any other business 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, 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.

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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, or for subsidising or otherwise assisting 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 employees, 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 dependants 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 dependants.

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(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.

(u) 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.

(v) 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.

(w) To procure the Company to be registered or recognised in any part of the world.

(x) 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 hereof, 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 One Hundred Pounds, divided into One Hundred 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.
PERCY O. ANSELL, 116, Chancery Lane, London, W.C.2. Commercial Manager	One
GEORGE A. CORDEROY 116, Chancery Lane, London, W.C.2. Assistant Manager	One

Dated the 10th day of July, 1964.

Witness to the above Signatures—

W. L. COCKERILL  
116, Chancery Lane,  
London, W.C.2.



Number of: 816318 / 19  
Company

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

COPY

Special Resolution

(pursuant to the provisions of Section 141 (2) of the Companies Act, 1948)

OF

BOWLISH HOUSE

LIMITED.

Passed the 15th day of July 1967.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at 16 Lansdown Place East, Bath.

on the 15th day of July 1967, the following Special Resolutions <sup>were</sup> duly passed:—

1. That the resolutions passed at the Extraordinary General Meeting of the Company on May 13 1967 be and they are hereby revoked.
2. That the Articles of the Company be and they are hereby altered by omitting from the Company's Articles of Association Clause 79 of Table "A" Part 1, as one of the clauses thereof incorporated in the Articles of Association of and adopted by the Company and by inserting in lieu thereof the following Article next after Article 5:  
  
"6. Until the Company in General Meeting shall otherwise resolve the Directors may issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount not exceeding £100,000 and may raise or borrow any sums of money, either upon Mortgage or Charge of any of the property of the Company, including uncalled capital or on bonds or debentures or otherwise as they may think fit, and they may cause or permit any such Mortgages, Charges, Bonds, Debentures or Obligations to be redeemed or transferred as they may think fit."
3. That the Directors be and they are hereby authorised to issue a sum not exceeding £80,000 Unsecured Loan "A" Stock on the terms now produced and approved and a sum not exceeding £20,000 Unsecured Loan "B" Stock on the terms now produced and approved.

RIGHT OF WAY  
COMPANY LIMITED

ANY RESOLUTION must be signed by the Chairman of the meeting at which it was passed or a Director or the Secretary of the Company. The Certificate overleaf must be completed and signed by a Director and the Secretary of the Company. The copy Resolution must be filed with the Registrar of Companies within 15 DAYS after the passing of the same.

Cat. No. C.A. 50. Shaw & Sons Ltd., 7, 8 & 9, Fetter Lane, E.C.4. S2635 (A) ☐  
Jordan & Sons, Ltd., 116, Chancery Lane, W.C.2.

WE HEREBY CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of Section 129 of the Companies Act, 1948, are satisfied at the date of passing of this Resolution, and have been satisfied at all times since the nineteenth day of August 19 64 .

*S. Clark*

Director.

*L. J. Kelly*

Secretary.

§ Insert "1st July 1948" or, if the Company was registered after that date, the date on which it was registered, or, if the Board of Trade has made a direction under the proviso to Section 129 (1) of the Companies Act, 1948, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

NO. OF COMPANY

816318/29

THE COMPANIES ACT, 1948.

Notice of Place where Register of Members  
is kept or of any Change in that place.

Pursuant to Section 110 (3).

To the REGISTRAR OF COMPANIES.

Bowlsh House

LIMITED

hereby gives you notice, in accordance with subsection (3) of Section 110 of the  
Companies Act, 1948, that the Register of Members of the Company is kept at

% C.H. KENNEY, Springfield, Tor Hole,  
Chewton Mendip, Bath BA3 4LS

(Signature)

Boardman

(State whether Director or Secretary)

Director

DATED the

27th

day of

January

1975

NOTE:—This notice must be forwarded to the Registrar of Companies within 14 days after the date of  
the incorporation of the Company or of the change, as the case may be.

Cat. No. C.F. 103

Jordan & Sons Limited

International Law Agents, Consultants & Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE

Presented by

C. H. KENNEY,  
DIRECTOR,  
BOWLISH HOUSE LIMITED  
Tel. 01225 311111

Document Filer's Reference

31 JAN 1975  
3