

THE COMPANIES ACTS 1948 to 1967

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

Pursuant to Section 15 (2) of the Companies Act 1948

A. O. BARBER

Insert the
Name of the
Company.

LIMITED

Presented by

THE SOLICITORS LAW
STATIONERY SOCIETY LIMITED
Keen, Stationery Society Limited
Lloyds Bank Chambers
Collingwood Street
Newcastle upon Tyne NE1 1JL

Presenter's Reference



Form No. 41
(No filing fee payable)

The Solicitors' Law Stationery Society, Limited
101-102 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street,
Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, ALAN WILL MEIKLE

of Healey Barns Longbarnsley Worspeth Northumberland

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

Do solemnly and sincerely declare that I am (*) a Solicitor

engaged in the formation

of A.O. Barber

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 _____

Newcastle upon Tyne

the 27th day of May

one thousand nine hundred and

seventy one

Alan H. Meikle

Before me,

W. H. Anderson

A Commissioner for Oaths [or Notary Public or
Justice of the Peace]

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

STATEMENT OF THE NOMINAL CAPITAL
OF

A. O. BARBER

LIMITED

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

THE NOMINAL CAPITAL of the above named Company is £ 60000

Signature

Solicitor

Description

Dated the Twenty seventh day of May 19 71

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100
or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other
Document when the Company is registered and should be signed by an Officer of the
Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in
the formation.

Presented by

THE SOLICITORS LAW
STATIONERY SOCIETY LIMITED

Keenlyside & Forster

COMPANY DEPT. CHAMBERS

Collingwood Street

Newcastle upon Tyne

Presentor's Reference ME. A.



Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
& 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street,
Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

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COMPANY LIMITED BY SHARES

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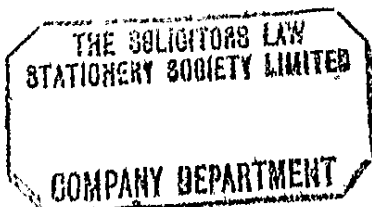
Memorandum of Association

OF

A. O. BARBER LIMITED

1. The name of the Company is "A. O. BARBER LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are—
 - (A) (i) To carry on business as farmers, poultry farmers, dairy farmers, dairymen, gardeners, market gardeners, nurserymen, growers and producers of and dealers in all kinds of fruit, flowers, vegetables, salads, roots and consumable produce, horticulturists, agriculturists, agricultural contractors, greengrocers, beekeepers, egg merchants, dealers in milk, butter, cheese and general farm produce, sugar refiners, breeders of and dealers in cattle, horses and livestock and to act as agents for the sale of the Company's produce and the produce of any other person, company or firm by way of commission or as principals or otherwise.
 - (ii) To purchase, take on lease or in exchange or otherwise acquire, manage or let furnished or unfurnished and hold freehold and leasehold land and properties of every description and also shares, debentures, stocks, bonds, scrip or other securities issued by any company or local or other authority, whether in Great Britain or any overseas country or place.
- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

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- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in

business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers or of persons employed by the Company.

- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

- (p) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (r) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (s) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £60,000, divided into 60,000 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	Number of Shares taken by each Subscriber
<i>John Ridley Bay</i> <i>9 Church Street, Bewick-upon-Tyne</i> <i>Solicitor</i>	<i>One</i>
<i>Alan H. Meikle</i> <i>Hedley Bams</i> <i>Langhorneley</i> <i>Wrexham</i> <i>Northumberland</i> <i>Solicitor</i>	<i>One</i>

Dated this 26th day of *May*, 1971

Witness to the above Signatures—

M. K. Smith
Clerk with Keenlyside & Forster
Solicitors
Newcastle upon Tyne

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The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

A. O. BARBER LIMITED

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall apply to the Company.

2. Regulations 24, 53, 75, 77 and 88 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") and regulation 5 of Part II 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 and regulations 2, 3 and 4 of Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. The Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members or to any class of members. If any such direction is given, such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company, and the Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Part I of Table A shall be modified accordingly.

7. The proviso to regulation 32 of Part I of Table A shall be omitted.

8. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than seven. The following shall be the first Directors of the Company, that is to say—Anthony Ormsby Barber and Valerie Clark Barber.

9. A Director need not hold any share in the Company as qualification for his directorship.

10. The proviso to regulation 79 of Part I of Table A shall be omitted.

11. 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.

12. 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 any 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John Ridley Reay

9 Church Street, Bamsick, n. p. Tynes

Solicitor

Alan H. Meikle.

Hedley Bams.

Loughmoley.

Marquett.

Northumberland.

Solicitor.

Dated this 26th day of May, 1971.

Witness to the above Signatures—

M. B. Smith

Clerk with Kewlyside & Forster

Solicitors

Newcastle upon Tyne



CERTIFICATE OF INCORPORATION

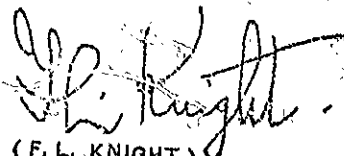
N4013298

I hereby certify that

A. O. BARBER LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **4TH JUNE 1971.**


(F. L. KNIGHT)
Assistant Registrar of Companies