

No. of Company .....

1188567

Form No. 41

(No registration  
fee payable)

# THE COMPANIES ACTS 1948 TO 1967

## Declaration of compliance

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

Name of Company J.L.W. Supply Company ..... Limited\*

I, Paul Simon Jonah Zatz .....  
of 16 Coleman Street London EC2 .....

Do solemnly and sincerely declare that I am (see note (a) below) a Solicitor of the .....  
Supreme Court engaged in the formation .....  
of J.L.W. Supply Company ..... 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 133 Moorgate .....  
in the city of London .....

the 9 ..... day of October .....  
one thousand nine hundred and seventy four .....  
before me.

Lawrence P. M. .....  
A Commissioner for Oaths (see note (b) below)

(a) "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 "a person named in the articles of association as a secretary"

(b) or Notary Public or Justice of the Peace

\* Delete "Limited" if not applicable.

Presented by:

LAWRANCE, MESSLER & CO.,  
18, COLEMAN STREET, L.C.2.



Presentor's reference:

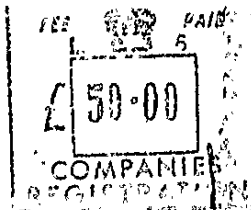
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THE COMPANIES



1967



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UNLIMITED COMPANY HAVING A SHARE CAPITAL

## Memorandum of Association

OF

### J.L.W. SUPPLY COMPANY

1. The name of the Company is "J.L.W. SUPPLY COMPANY".

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

3. The objects for which the Company is established are to provide Jones, Lang, Wootton, and Jones, Lang, Wootton (Overseas), (hereinafter called "the Firms"), both carrying on the business of surveyors, auctioneers and estate agents on such terms as may be mutually agreed with all such services (including the provision and equipment of office premises) as may be necessary for the efficient conduct of the Firms' business and to purchase acquire or otherwise deal in book debts, bills or any interest whether legal or equitable in any chose in action of the Firms, and as ancillary to the foregoing object to do all or any of the things and matters following, namely:-

(A) To manage land, buildings and other property wheresoever situate and whether belonging to the Firms or to clients of the Firms or to any other person or persons and to collect rents and income and to supply to tenants and occupiers, and others, refreshments, attendants, messengers, light, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electrical conveniences, garages and other advantages.

(B) To purchase or otherwise acquire any estate or interest in property, assets or rights of any kind

which may appear to be necessary or convenient for the business of the Company and subject as hereinafter provided to hold, develop, lease, let on hire, licence, and otherwise deal with the same in such manner as may be thought expedient.

(C) To engage and to remunerate all or any such clerical and general staff as the Firms may require for the carrying on of its business and to hire or otherwise make available to the Firms the services of such staff.

(D) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.

(E) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

(F) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments.

(G) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

(H) To sell, lease, grant licences, easements

and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company, whether fully or partly paid up.

(I) To procure the registration or incorporation of the Company in or under the laws of any place outside England.

(J) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(K) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors and persons by whatever title called who shall have carried out the duties of a Director) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

(L) To distribute among the Members of the Company in specie any property of the Company.

(M) To purchase or otherwise acquire the shares or interests in the Company of any member of the Company.



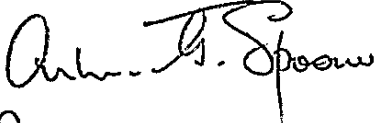
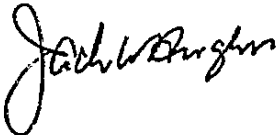
(N) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees, or other-

wise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

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


4. Membership of the Company shall be restricted to the Partners for the time being of the Firms or to such other persons as the Partners of the Firms may from time to time decide to admit to membership.

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
 J. H. Scudston	ONE
 W. J. Preston	ONE
 A. G. Spooner	ONE
 J. W. Hughes	ONE
<p style="text-align: right;">Total shares taken</p> <p>all of 103 Mount Street London W19 6AS Chartered Surveyors</p>	FOUR

Dated the      And      day of      October      1974.

Witness to the above Signatures:-

  
62 Battersea Park,  
St John Wood, NW8  
Chartered Accountant,

THE COMPANIES ACTS 1948 to 1967

UNLIMITED COMPANY HAVING A SHARE CAPITAL

## Articles of Association

OF

J.L.W. SUPPLY COMPANY

### PRELIMINARY

1. The regulations contained in Table A of the First Schedule to the Companies Act 1948 shall not apply to this Company, but the following shall be the regulations of the Company.

2. In the construction of these Articles the following words shall have the respective meanings hereby assigned to them, unless there be something in the context inconsistent therewith:-

- (A) Words denoting the singular number only shall include the plural number also, and vice versa.
- (B) Words denoting the masculine gender only shall include the feminine gender also.
- (C) Words denoting persons only shall include corporations.
- (D) "Month" shall mean a calendar month.
- (E) "The Firm" shall mean either the firm of Jones, Lang, Wootton, or the firm of Jones, Lang, Wootton (Overseas), both carrying on business as surveyors, auctioneers and estate agents and their successors in title.
- (F) "The Board" shall mean the Directors of the Company.

(G) "Seal" shall mean the common seal of the Company.

(H) "The Statutes" shall mean the Companies Act 1948 and every other Act for the time being in force concerning joint stock companies and affecting the Company.

(I) "In writing" shall mean written or produced by any substitute for writing or partly one and partly another.

Subject as aforesaid any words or expressions defined in any Statute relating to the Company shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

3. The shares shall be at the disposal of the Directors who may, subject to the provisions of clause 4 of the Memorandum of Association, allot, grant options over or otherwise dispose of them to such persons at such time and on such terms as they think fit.

4. The Company shall be a Private Company, and accordingly -

(A) The Board may, without assigning any reason, decline to register any transfer of any share;

(B) The number of the members of the Company (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) is limited to fifty, but so that for the purpose of this Article two or more joint holders of one or more shares in the Company shall be treated as a single member.

(C) no invitation shall be made to the public to subscribe for any shares, debentures, or debenture stock of the Company.

(D) no share warrant to bearer shall be issued.

5. The number of members with which the Company proposes to be registered is four, but the Directors may



from time to time (subject to the provisions of the last preceding Article) register an increase of members.

### CAPITAL

6. The share capital of the Company is £5,000, divided into 5,000 shares of £1 each.

### INCREASE OF CAPITAL

7. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

8. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued, any share in the capital for the time being unissued (whether forming part of the original capital or not) may be issued with such preferred, deferred or other special rights or subject to such restrictions whether in regard to dividend, return of capital, voting or otherwise as may from time to time be determined by Ordinary Resolution of the Company in General Meeting.

### REDUCTION OF CAPITAL

9. The Company may reduce its capital in any manner permitted by law.

### PURCHASE OF SHARES BY THE COMPANY.

10. (A) The Directors may at any time apply any part of the assets of the Company in purchasing any share in the capital of the Company at the prescribed price as hereinafter defined.

(B) Every member who ceases to be a Partner or employee of the Firm or who ceases to be in the service of the Company whether as a Director or employee and every person who becomes entitled to a share in consequence of the death or bankruptcy of a member shall if so required in writing by the Board ipso facto become bound to sell and transfer to the Company at the prescribed price as hereinafter defined the shares registered in his name or in the name of the deceased or bankrupt shareholder (as the case may be).

(C) If such member or other person aforesaid shall

give to the Board notice in writing that he desires to dispose of the shares registered in his name or in the name of the deceased or bankrupt member (as the case may be) he shall thereby become bound to sell and transfer such shares to the Company at the prescribed price as hereinafter defined and the Company shall be bound to purchase and pay for the same accordingly.

(D) The Board may with the sanction of a resolution of the Company in General Meeting by writing under the hand of a Director call upon any member to sell and transfer to the Company or to a purchaser named by the Company at the prescribed price as hereinafter defined the whole or part of the shares registered in his name and he shall thereby become bound to transfer the same accordingly.

(E) If such member or other person as aforesaid having become bound to sell and transfer any shares as aforesaid shall make default in transferring the same the Board may authorise any Director to execute on his behalf any necessary transfer and may register and otherwise give effect to the same and the validity of the proceedings shall not thereafter be questioned by any person.

(F) (1) The "prescribed price" of a share means the sum which the Auditors for the time being of the Company shall certify to be the appropriate proportion (as hereinafter defined) of the value on the date on which the holder of the share became bound to sell the same under the foregoing provisions (hereinafter referred to as the transfer date) of that part of the net tangible assets which would have been distributable among the holders of the issued shares of the class of which the share forms part if the net tangible assets had been distributed on the transfer date among the members according to their respective rights in a winding up.

(2) The "appropriate proportion" means the same proportion as the amount paid up on the share bears to the amount of the capital paid up as at the transfer date on the shares of the class of which it forms part.

(3) For the purpose of arriving at the value of the

net tangible assets at the date on which the holder of the share became bound to sell the same under the foregoing provisions the Auditors may obtain and act on such valuations as they think necessary and may adopt such estimate as they think proper of the profits earned by the Company.

#### TRANSFER AND TRANSMISSION OF SHARES

11. The transfer of any share in the Company shall be in writing in the usual common form, and shall be signed by the transferor and transferee.

12. The instrument of transfer and such evidence as the Board may require to prove the title of the transferee, shall be lodged with the Company, and thereupon the transferee shall (subject to the Board's right to decline to register hereinbefore mentioned) be registered as a member in respect of such share, and the instrument of transfer shall be retained by the Company.

13. The executors or administrators of a deceased member, not being a joint holder, and in the case of death of a joint holder, the survivor or survivors, shall alone be recognised by the Company as having a title to the shares registered in the name of the deceased member, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

14. The transfer books may be closed during such period or periods as the Board may think fit, not exceeding in the whole thirty days in each year.

#### MEETINGS OF MEMBERS

##### CONVENING OF GENERAL MEETINGS

15. General Meetings shall be held once at least in every calendar year after the year in which the Company is incorporated, at such time (not being more than fifteen months after the holding of the last preceding meeting) and at such place as may be determined upon by the Board. Such General Meetings mentioned shall be called Annual General Meetings; all other General Meetings shall be called Extraordinary General Meetings.

16. An Extraordinary General Meeting may be convened at any time by the Board, and shall be convened by them as required by the Statutes on Requisition in accordance with the Statutes.

17. Subject to the provisions of the Statutes relating to Annual General Meetings and meetings convened for the purpose of passing Special Resolutions fourteen days' notice of any General Meeting (exclusive both of the day on which the notice is served or deemed to be served, and of the day of the meeting) specifying the day, hour and place of the meeting, shall be given to the members in manner hereinafter mentioned, or in such manner as may from time to time be prescribed by the Company in General Meeting; but the accidental omission to give any such notice to any member or the non-receipt of such notice to any member shall not invalidate the proceedings at any General Meeting. With such consents as are specified in the Statutes Annual General Meetings and Extraordinary General Meetings may be convened by shorter notices and in such manner as the members think fit.

18. The notice convening an Annual General Meeting shall state the general nature of any business intended to be transacted thereat, other than declaring dividends, electing Directors and Auditors and voting their remuneration, and considering the accounts presented by the Board and the reports of the Board and the Auditors. The notice convening an Extraordinary General Meeting shall state the general nature of the business intended to be transacted thereat.

#### PROCEEDINGS AT GENERAL MEETINGS

19. Two members personally present shall be a quorum of a General Meeting.

20. If within half-an-hour from the time appointed for the meeting a quorum be not present, the meeting shall stand adjourned to such time and to such place as may be appointed by the Chairman and if at the adjourned meeting a quorum is not present the meeting shall be dissolved.

21. The members present at a General Meeting whether a quorum or not shall choose one of their number to act as Chairman.

22. The Chairman may with the consent of the meeting adjourn any General Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

23. Every question submitted to a General Meeting shall be decided, in the first instance, by a show of hands. The Chairman shall not be entitled to any casting vote in addition to the vote or votes to which he may be entitled as a member.

24. At any General Meeting, unless a poll is demanded a declaration by the Chairman that a resolution has been passed, or lost and an entry to that effect in the minute book of the Company, shall be sufficient evidence of the fact, and in the case of a resolution requiring any particular majority, that it was passed by the majority required, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

25. A poll may be demanded in writing upon any question (other than the election of a Chairman of a meeting) by any member present in person or by proxy and entitled to vote, and shall be taken in such manner, at such place, and either immediately or at such other time, within twenty-one days thereafter, as the Chairman shall before the conclusion of the meeting direct, and the result of such poll shall be deemed to be the resolution of the Company in General Meeting as at the date of taking the poll.

26. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES AT GENERAL MEETINGS

27. Subject to any special terms as to voting upon which any share may for the time being be held every member shall upon a show of hands have one vote and upon a poll have one vote in respect of each share held by him.

28. Votes may be given either personally or by proxy.

29. If any member be of unsound mind, he may vote by his committee, curator bonis or other legal curator.

30. If two or more persons be jointly entitled to a share any one of such persons may vote at any meeting either personally or by proxy, in respect thereof as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting, either personally or by proxy, that one of such persons so present whose name stands first in the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.

31. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney in such form as the Board may from time to time approve.

32. A proxy need not be a member of the Company.

33. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid, notwithstanding the previous death of the principal, or revocation of the proxy or transfer of the shares in respect of which it is given, unless previous intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company.

#### CLASS MEETINGS

34. If and whenever the capital of the Company shall comprise shares of different classes a separate General Meeting of the holders of the shares of any class in the capital of the Company may at any time be convened by the Board and shall be convened on the requisition of any two members holding shares of that class, and the provisions hereinbefore contained with regard to the requisitioning of meetings shall apply to any class meeting so requisitioned. To every such separate General Meeting all the provisions of these presents relating to General Meetings or the proceedings thereat shall mutatis mutandis apply but so that the necessary quorum shall be two persons present in person holding or representing by proxy not less than one-half of the issued shares of the class and holders of shares of the class shall on a poll have one vote in respect of each share of the class held by them respectively. The

special rights attached to any class of shares may be varied, modified or abrogated to any extent with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of such class and this whether the Company is in liquidation or is in contemplation of liquidation or not.

#### DIRECTORS

35. The number of Directors shall be not less than two and no persons shall be appointed a Director who is not a Partner of the Firm.

36. The first Directors shall be the persons who shall be nominated in writing either before or after the incorporation of the Company by a majority of the subscribers to the Memorandum of Association.

37. The holders of a majority of the shares of the Company for the time being issued, by writing under their hands, shall have power at any time and from time to time to remove any Director and to appoint any other Partner of the Firm as a Director in his place.

#### REMUNERATION OF DIRECTORS

38. The Directors shall be entitled to receive by way of remuneration each year such a sum as the Company in General Meeting may from time to time determine.

39. In addition to the remuneration mentioned in the last preceding Article, the Directors shall be repaid such reasonable travelling, hotel and other expenses as they may incur in attending meetings of the Board or of committees of the Board, or General Meetings, or which they may otherwise incur in or about the business of the Company.

#### POWERS OF DIRECTORS

40. The business of the Company shall be managed by the Board, who may pay all expenses of or incident to the formation and registration of the Company.

41. The Board may exercise all the powers of the Company, subject, nevertheless, to the provisions of any Acts of Parliament and of these Articles, and to

such further regulations (being not inconsistent with any such provisions) as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made.

42. Without restricting the generality of the foregoing powers, the Board may do the following things:-

- (A) Appoint, in order to execute any instrument or transact any business abroad, any person or persons the Attorney or Attorneys of the Board or the Company with such powers as they deem fit, including power to appear before all proper authorities and make all necessary declarations so as to enable the Company's operations to be validly carried on abroad.
- (B) Borrow or raise any sum or sums of money upon such terms as to interest or otherwise as they may deem fit.
- (C) Make, draw, accept, endorse and negotiate respectively promissory notes, bills, cheques or other negotiable instruments, provided that every promissory note, bill, cheque or other negotiable instrument drawn, made, or accepted, shall be signed by such person or persons as the Board may appoint for the purpose.
- (D) Invest or lend the funds of the Company not required for immediate use in or upon such investments as they may deem fit, and from time to time transpose any investment.
- (E) Grant to any Director required to go abroad or to render any other extraordinary service such special remuneration for the services rendered as they think proper.
- (F) Pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to or to any person in respect of any Director or ex-Director and for the purpose



of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums.

(G) Sell, let, exchange, or otherwise dispose of, absolutely, or conditionally, all or any part of the property, privileges, and undertaking of the Company, upon such terms and conditions, and for such consideration as they may think fit.

(H) Affix the Common Seal to any document, provided that such document be also signed by at least one Director and countersigned by the Secretary or other officer appointed for that purpose by the Board.

#### PROCEEDINGS OF DIRECTORS

43. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise fixed the quorum shall be two Directors. It shall not be necessary to give notice of a meeting of the Board to any Director who is out of the United Kingdom.

44. Any Director may at any time summon a meeting of the Board.

45. Questions arising at any meeting shall be decided by a majority of votes, and in the case of an equality of votes, the Chairman shall not have a second or casting vote.

46. The Board may elect a Chairman of their meetings, and determine the period for which he is to hold office, but if no such Chairman be elected, or if the Chairman is not present and willing to act at the time appointed for holding a meeting, the Directors present shall choose one of their number to be a Chairman of such meeting.

47. The Board may delegate any of their powers to committees, consisting of such member or members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board.

48. The meetings and proceedings of any such committee, when consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto, and are not superseded by any regulations made by the Board under the last preceding clause.

49. All acts done by any meeting of the Board, or of a committee of the Board, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

50. The Board shall cause minutes to be made in books provided for the purpose, of all resolutions and proceedings of General Meetings and of Meetings of the Board or committee of the Board, and any such minutes, if signed by any person purporting to be the Chairman of the meeting to which they relate, or at which they were read, shall be received as prima facie evidence of the facts therein stated.

51. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

#### DISQUALIFICATION OF DIRECTORS

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

- (A) If he become of unsound mind, bankrupt, or compound with his creditors.
- (B) If he send in a written resignation to the Board and the Board resolves that such resignation be accepted.
- (C) If he cease to be a Partner of the Firm.

(D) If he be requested by all his co-Directors to resign.

53. No Director shall be disqualified by his office from contracting with the Company, either as a vendor, purchaser, or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the company in which any Director shall in any way be interested, be avoided, nor shall any Director so contracting, or being so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established. A Director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum at any such meeting at which such contract or arrangement is considered.

#### ACCOUNTS

54. The Board shall cause accounts to be kept of the assets and liabilities, receipts and expenditure of the Company.

55. At the Annual General Meeting in every year the Board shall submit to the members a Balance-sheet and Profit and Loss Account, made up to as recent a date as practicable, and audited as hereinafter provided.

#### AUDIT

56. Once at least in every year after the year in which the Company is incorporated the accounts of the Company shall be examined, and the correctness of the Balance-sheet and Profit and Loss Account ascertained by an Auditor or Auditors.

57. The Company shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until the next Annual General Meeting.

#### CAPITAL PROFITS

58. The fees and current receipts of the Company together with the dividends, interest and bonuses and any other benefits and advantages in the nature of income receivable in respect of the Company's investments

(if any), shall, subject to the payment thereof of the expenses of management, interest upon borrowed money and other expenses which, in the opinion of the Directors, are of a revenue nature, constitute the profits of the Company available for dividend, but appreciations of capital assets and realised profits resulting in a sale of investments or other capital assets (except so far as representing interest or dividend accrued and unpaid) shall not be treated as profits available for dividends, but shall either be carried to the credit of the capital reserve or shall be applied in providing for depreciation or contingencies or for writing down the value of assets, and depreciation or loss of capital assets, whether such depreciation or loss has actually occurred or is only apprehended, need not be taken into account or made good out of current revenue.

#### REVENUE AND CAPITAL RESERVES

59. (A) The Board may, before recommending any dividend, set aside out of the revenue profits of the Company such sum as they think proper as a provision for contingencies or as a Reserve Fund, to meet depreciation or contingencies, or for special dividends or bonuses, or for equalising dividends, or for repairing or maintaining any property of the Company, or for such other purposes as the Board may think conducive to the objects of the Company, or any of them, and the same may be applied accordingly from time to time in such manner as the Board shall determine; and the Board may, without placing the same to reserve, carry over any profit which they think it is not prudent to divide.

(B) The Board may and shall if necessary to comply with Article 58 establish a reserve to be called the Capital Reserve, which shall not be available for dividend, but which shall be available to meet depreciation or contingencies or for repairing, improving, or maintaining any property of the Company, or for such other purposes as the Directors may in their discretion think conducive to the interests of the Company, and the Directors may invest the sums standing to the Capital Reserve in such investments as they think fit (including loans and advances to the Firm) and may from time to time deal with or vary such investments and dispose of all or any part thereof, with full power to employ the Capital Reserve in the business of the Company, and

that without keeping it separate from the other assets, and with power to divide the said Capital Reserve into separate accounts or funds if they think fit.

60. The Company may, upon the recommendation of the Board, by Ordinary Resolution resolve that it is desirable to capitalise any sum standing to the credit of any of the Company's reserve accounts (including Share Premium Account and Capital Reserve Account) or any sum standing to the credit of profit and loss account or otherwise available for distribution, provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the members in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such sum on their behalf, either in or towards paying up the accounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other; Provided that Share Premium Account may only be applied hereunder in the paying up of unissued shares to be issued to members as fully paid.

61. Whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such members.

## NOTICES

62. A notice may be served by the Company upon any member, either personally or by posting it in a prepaid letter addressed to such member at his registered address.

63. Any member described in the Register of Members by an address not within the United Kingdom may name an address within the United Kingdom at which all notices shall be served upon him, and all notices served at such address shall be deemed to be well served. Save as aforesaid any member described in the Register of Members by an address not within the United Kingdom shall not be entitled to receive any notice from the Company.

64. Any notice, if served by post, shall be deemed to have been served on the day on which it was posted, and in proving such service it shall be sufficient to prove that the notice was properly addressed and posted.

65. All notices directed to be given to the members shall with respect to any share to which persons are jointly entitled be given to whichever of such persons is named first in the Register of Members, and a notice so given shall be a sufficient notice to all holders of such share.

## WINDING UP

66. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the members of different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator, with the like authority, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.

## INDEMNITY

67. Subject to the provisions of the Statutes, every

Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

*J. H. Scrutton*

J. H. Scrutton

*W. J. Preston*

W. J. Preston

*A. G. Spooner*

A. G. Spooner

*J. W. Hughes*

J. W. Hughes

all of 103 Mount Street  
London W1Y 6AS  
Chartered Surveyors

Dated the 2nd day of October 1974.

Witness to the above Signatures:-

*B. P. Lovell,*  
*62 Battersea Park,*  
*St. John Road, NW8.*  
*Chartered Accountant.*





## CERTIFICATE OF INCORPORATION

No.1189567

I hereby certify that

**J.L.W. SUPPLY COMPANY**

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

25th October 1974

Given under my hand at London the

A handwritten signature in cursive script, appearing to read 'N Taylor'.

**N. TAYLOR**

Assistant Registrar of Companies

No. of Company .....1188567/10.....

## THE COMPANIES ACTS 1948 TO 1967

### Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company .....J.L.W. Supply Company..... Limited\*

hereby gives you notice that by ordinary ~~extraordinary~~ ~~special~~\*\* resolution of the company dated the  
.....15th September 1976....., the nominal capital of the company has been increased by the  
addition thereto of a sum of £ .45,000..... beyond the registered capital of £ .5,000.....

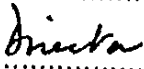
The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
45,000	Ordinary	£1.

The conditions (e.g. voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-  
(If any of the shares are preference shares state whether they are redeemable or not)

Pari passu with existing capital

Signed ..........

State whether  
Director or Secretary .....  .....

Date ..... 30.9.76 .....

\* Delete "Limited" if not applicable  
\*\* Delete as necessary

(see notes overleaf)

Presented by: Lawrance, Messer & Co.,  
16 Coleman Street,  
London EC2R 5AB.

Presenter's reference: PZ/74/596



No. 1188567/9

THE COMPANIES ACT 1948 TO 1967

UNLIMITED COMPANY HAVING A SHARE CAPITAL

ORDINARY RESOLUTION

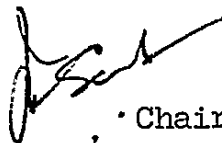
of

J.L.W. SUPPLY COMPANY

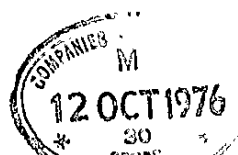
(Passed 15th September, 1976)

AT AN EXTRAORDINARY GENERAL MEETING of the Company  
duly convened and held at 33, King Street, London, E.C.2.  
on 15th September 1976 the following Resolution was duly  
passed as an ORDINARY RESOLUTION:-

That the authorised capital of the Company be increased  
to £50,000 by the creation of 45,000 Shares of £1 each.



Chairman



UNLIMITED COMPANY HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

of

J.L.W. SUPPLY COMPANY

(Passed 22nd November 1976)

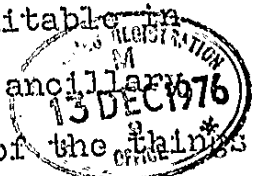
AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 33 King Street London EC2V 8EE on 22nd November 1976 the following Resolution was passed as a Special Resolution:-

RESOLUTION

That the Memorandum of Association of the Company with respect to its objects be altered in the following manner:-

(i) by deleting the pre-amble to Clause 3 and substituting the following:-

"The objects for which the Company is established are to provide Jones, Lang, Wootton and Jones, Lang, Wootton (Overseas) (hereinafter called "the Firms") and any other company firm or person associated with the Firms in their business of surveyors auctioneers and estate agents on such terms as may be mutually agreed with all such services (including the provision and equipment of office premises) as may be necessary for the efficient conduct of their respective businesses and to purchase acquire or otherwise deal in book debts, bills or any interest whether legal or equitable in any chose in action of any of them and as ancillary to the foregoing object to do all or any of the things



and matters following namely:-"

(ii) by deleting Clause 3(C) and substituting the following:-

"To engage and to remunerate all or any such clerical and general staff as the Firms or any of such other companies firms or persons may require for the carrying on of their businesses and to hire or otherwise make available to any of them the services of such staff."

 Chairman

13  
THE COMPANIES ACTS 1948 TO 1967

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UNLIMITED COMPANY HAVING A SHARE CAPITAL

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## MEMORANDUM OF ASSOCIATION

of

J.L.W. SUPPLY COMPANY

(As amended by Special Resolution dated  
the 22nd day of November, 1976.)

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1. The name of the Company is "J.L.W. SUPPLY COMPANY".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are to provide Jones, Lang, Wootton and Jones, Lang, Wootton (Overseas) (hereinafter called "the Firms") and any other company firm or person associated with the Firms in their business of surveyors auctioneers and estate agents on such terms as may be mutually agreed with all such services (including the provision and equipment of office premises) as may be necessary for the efficient conduct of their respective businesses and to purchase acquire or otherwise deal in book debts, bills or any interest whether legal or equitable in any chose in action of any of them and as ancillary to the foregoing object to do all or any of the things and matters following namely:-
  - (A) To manage land, buildings and other property wheresoever situate and whether belonging to the Firms or to clients of the Firms or to any other person or persons and to collect rents and income and to supply to tenants and occupiers, and others, refreshments, attendants, messengers, light, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electrical conveniences, garages and other advantages.
  - (B) To purchase or otherwise acquire any estate or interest in property, assets or rights of any kind which may appear to be necessary or convenient for the business of the Company and subject as hereinafter provided to hold, develop, lease, let on hire, licence, and otherwise deal with the same in such manner as may be thought expedient.

- (C) To engage and to remunerate all or any such clerical and general staff as the Firms or any of such other companies firms or persons may require for the carrying on of their businesses and to hire or otherwise make available to any of them the services of such staff.
- (D) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (E) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (F) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (G) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest, or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (H) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company, whether fully or partly paid up.
- (I) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (J) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

- (K) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors and persons by whatever title called who shall have carried out the duties of a Director) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (L) To distribute among the Members of the Company in specie any property of the Company.
- (M) To purchase or otherwise acquire the shares or interests in the Company of any member of the Company.
- (N) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (O) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

4. Membership of the Company shall be restricted to the Partners for the time being of the Firms or to such other persons as the Partners of the Firms may from time to time decide to admit to membership.



# A

Please do not  
write in this  
binding margin

## THE COMPANIES ACTS 1948 TO 1980

Form No. 3

# 3

### Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3 (1) of the Companies Act 1976

To the Registrar of Companies

For official use

Company number

Name of company

JLW SUPPLY COMPANY

1188567

Limited\*

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end, is as shown below:

Day Month

3 0 0 4

The current accounting reference period of the company is to be treated as [shortened] [extended] † and [is to be treated as having come to an end] [will come to an end] † on

Day Month Year

3 0 0 4 1 9 8 4

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

The company is a [subsidiary] [holding company] ‡ of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_  
the accounting reference date of which is \_\_\_\_\_

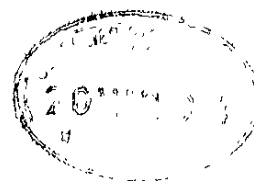
Signed B.C. Loveless [Director] [Secretary] § Date 19/3/84

Presenter's name, address and  
reference (if any):

B.C. LOVELESS  
Jones Lang Wootton  
Kent House,  
Telegraph Street, London EC2R 7JL

For official use  
General section

Post room



No: 1188567

Unlimited Company Having a Share Capital

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WRITTEN RESOLUTIONS

of

J.L.W. SUPPLY COMPANY

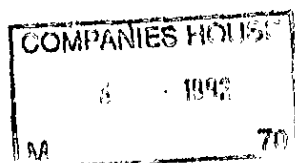
("the Company")

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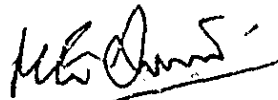
Passed pursuant to Section 381A of the Companies Act 1985 (as amended by the Companies Act 1989)

ELECTIVE RESOLUTIONS

1. That, pursuant to Section 80A of the Companies Act 1985 (as amended by the Companies Act 1989), the Directors be and they are hereby authorised for an indefinite period generally and unconditionally to allot relevant securities (as defined in Section 80 of the Companies Act 1985) up to the nominal amount of the unissued share capital of the Company as at the date hereof.
2. That, pursuant to Section 252 of the Companies Act 1985 (as amended by the Companies Act 1989), the Directors in respect of this and subsequent financial years shall not, and they shall not be required to, lay before the Company in general meeting copies of the Company's Annual Accounts, the Directors' Report and the Auditors' Report on those Accounts.
3. That, pursuant to Section 366A of the Companies Act 1985 (as amended by the Companies Act 1989), the Company shall not in this and subsequent years hold Annual General Meetings.



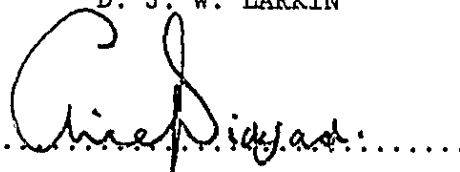
4. That Sections 369(4) and 378(3) of the Companies Act 1985 (as amended by the Companies Act 1989), shall have effect in relation to the Company as if for the references to 95 per cent there were substituted references to 90 per cent.
5. That, pursuant to Section 386 of the Companies Act 1985 (as amended by the Companies Act 1989), the Company shall not appoint its Auditors annually.



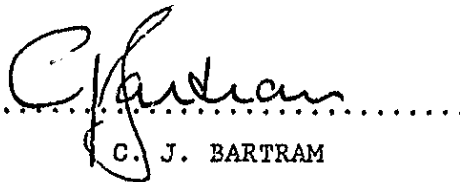
.....  
M. E. FOLLETT



.....  
D. J. W. LARKIN



.....  
C. J. T. PICKFORD



.....  
C. J. BARTRAM



.....  
R. S. BROADHURST

Being all the members of the Company

Dated: 10th August 1992.