



CERTIFICATE OF INCORPORATION

No. 1238228

I hereby certify that

5 TALBOT SQUARE MANAGEMENT CO. 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 19TH DECEMBER 1975

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

M. TAYLOR
Assistant Registrar of Companies

Number of }
Company } 1238228

Form No. 41
(No registration fee payable)

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)

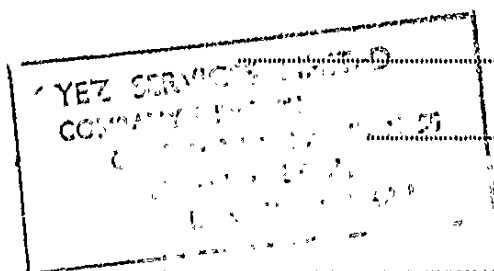
Insert the
Name of the
Company

5 TALBOT SQUARE MANAGEMENT CO.

LIMITED

Presented by

Presentor's Reference.....



Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU, a subsidiary of The Solicitors' Law Stationery Society, Limited.
F21221 3.5.73

Companies 6C

[P.T.O.]

I, HOWARD THOMAS

of Oyez House,


27 Crimscott Street,

London. SE1 5TT

Do solemnly and sincerely declare that I am ^(a) a person named in the

ARTICLES OF ASSOCIATION as Secretary 

(a) 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.

of 5 TALBOT SQUARE MANAGEMENT CO. 

..... 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 11 Breems Buildings,
in the City of London, EC4

the 4th day of December

one thousand nine hundred and

Seventy Five

Before me, 

A Commissioner for Oaths ^(b)

(b) Or
Notary Public or
Justice of the
Peace as the case
may be.

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1238228 / 3

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

DEC 10 1975 2935

• 050.00

of

5 TALBOT SQUARE MANAGEMENT CO. LIMITED

1. The name of the Company is "5 TALBOT SQUARE MANAGEMENT CO. LIMITED".

2. The registered office of the Company will be situate in England.

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

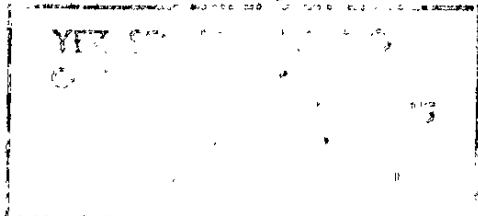
(A) To exercise the functions of a Residents Association and Management Company formed to safeguard and promote the common interests of the residents of and to manage 5 Talbot Square, London W2.

(B) To manage, administer and deal with lands, buildings and real property, either on its own account or as trustee nominee or agent of any other Company or person.

(C) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.

(D) To purchase, take on lease or exchange, hire or otherwise acquire any real or personal property any rights and privileges which the Company may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings and erections and layout, maintain and use gardens and amenity grounds.

(E) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.



(F) To sell, let, license, develop or otherwise deal with the undertaking or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.

(G) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

(H) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.

(I) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purposes which may seem directly or indirectly calculated to advance the interests of this Company.

(J) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £180 divided into 9 shares of £20 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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>H. Thomas</i> H. THOMAS, Oyez House, 27 Crimscott Street, London SE1 5TT.	ONE
--	-----

Company Registration Agent.

<i>D. R. Davey</i> D. R. DAVEY, Oyez House, 27 Crimscott Street, London SE1 5TT.	ONE
--	-----

Company Registration Agent.

Dated this 3rd day of December 1975

Witness to the above Signatures:-

E. D. Marsden
E.D. MARSDEN,
Oyez House,
27 Crimscott Street,
London SE1 5TT.

Company Registration Agent.

1238228 /4

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

5 TALBOT SQUARE MANAGEMENT CO. LIMITED ✓

PRELIMINARY

1. In these Articles (a) words defined in the Memorandum of Association shall have the same meaning (b) "flat" means flats numbered 1 to 6 at 5 Talbot Square (c) "Owner" means the lessee for the time being of a flat under a lease granted by the Company.

2. Except and subject as hereinafter expressly or by necessary implication 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") except clauses 3 and 4 shall apply to the Company. ✓

3. In addition to the clauses excluded by Part II of Table A the following clauses are also excluded namely; clauses 2-6 (inclusive) 11-22 (inclusive) 33-46 (inclusive) 60, 75-78 (inclusive) 87, 89, 90, 107-109 (inclusive) 114-122 (inclusive) 128 and 129 of Part I of Table A.

4. Clauses 79, 84 and 92 of Part I of Table A shall apply to the Company as if:-

- (A) In clause 79 the proviso to the clause was deleted
- (B) In clause 84 sub-clause (2) was deleted
- (C) In clause 92 the words "in manner aforesaid" were deleted

SHARES

5. No person except an Owner shall be registered as the holder of an Ordinary Share and no Owner shall be registered as the holder of more than one Ordinary Share for each flat of which he is the Owner.

6. The Directors shall be bound to register:-

- (a) a transfer of a share by an Owner to an Assignee of the lease of his flat.

- (b) as a member any person who has by reason of the death, bankruptcy or insolvency of a member become entitled to the member's share and has had vested in him the member's leasehold interest in his flat.
- (c) a transfer by a Mortgagee of a share to a purchaser from which mortgagee under his power of sale of the flat in respect of which such share was charged to the Mortgagee.

7. If a member fails to transfer his share to an Assignee of the lease of the flat of which he is the Owner within a month of the date of the relative assignment of the lease the Directors shall be entitled, by resolution, to appoint some person to be the Attorney of such member to execute a transfer of such share to such Assignee for its nominal value and the Company, shall upon receiving the purchase price from the Assignee, register such transfer and thereupon the Transferee shall become a member in place of the previous holder of such share.

DIRECTORS

- 8. (1) The provisions of Table A as to the appointment rotation and removal of Directors shall not apply until leases of all of the flats have been granted and until such time the Directors of the Company shall be Sally Angela Harris and Linda Mant, thereafter all the members of the Company for the time being shall be its Directors, provided that a member being a body corporate shall not be a Director but shall appoint an actual person to be a Director.
- (2) No Director shall at any time be required to retire or vacate his office of Director or be ineligible for re-appointment as Director by reason of his attaining or having attained the age of 70 or any other age, and regulation 88 of Table A Part I shall in its application to the company be modified accordingly.

VOTES OF MEMBERS

- 9. (i) Until the first anniversary of the earliest date on which no flat remains undemised by the holder of an Ordinary Share shall not by virtue of such holding be entitled to receive notice of or to attend or vote at any General Meeting of the Company.
- (ii) After the anniversary aforesaid, every holder of an Ordinary Share shall be entitled to one vote at a General Meeting for each share held by him.
- (iii) There shall as soon as may be after the coming into operation of the respective leases of the flats be made such transfers of shares and allotments as shall ensure that the owner of each flat holds whether by transfer or allotment in respect of such flat one share in the Company, and that no person who is neither the

owner of a flat nor entitled to such reversion as aforesaid holds any shares in the company after the last flat has been demised.

- (iv) In regulation 49 of Table A Part I, for the words "any two members" there shall be substituted the words "any member" and sub-clauses (c) and (d) of the said regulation shall not apply.

10. After the first anniversary of the earliest date on which no flat remains undemised every holder of an Ordinary Share shall be entitled to one vote at a General Meeting. The holder of a share who is not an owner of a flat shall not by virtue of such holding be entitled to receive notice of or attend or vote at any General Meeting.

11. The first Secretary of the Company shall be Howard Thomas. ✓

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

H. Thomas. ✓

H. THOMAS,
Oyez House,
27 Crimscott Street,
London SE1 5TT.

Company Registration Agent. ✓

D. R. Davey

D. R. DAVEY,
Oyez House,
27 Crimscott Street,
London SE1 5TT.

Company Registration Agent.

Dated this 3rd day of December 1975 ✓

Witness to the above Signatures:- ✓

E. D. Marsden
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London SE1 5TT.

Company Registration Agent.