

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

41

Please do not write in this binding margin

Please complete legibly, preferably in black type, or old black lettering

Delete as appropriate

In Scotland delete "of the Supreme Court"

Delete the two alternatives not applicable

Company number

1378365

Name of Company

THE OLD MILL FLATS RINGWOOD (MANAGEMENT)

Limited*

I, RICHARD WILLIAM ANTHONY CAKE

of 20 Parkstone Road Poole Dorset

do solemnly and sincerely declare that I am

a Solicitor of the Supreme Court[†] engaged in the formation# ~~a person named as a Director in the statement delivered under section 21 of the Companies Act 1976~~# ~~a person named as Secretary in the statement delivered under section 21 of the Companies Act 1976~~

of THE OLD MILL FLATS RINGWOOD (MANAGEMENT)

Limited*

and that all the requirements of the Companies Acts 1948 to 1976 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 5 Parkstone Road

Poole

Dorset

the 20th day of June

One thousand nine hundred and seventy eight

before me Simon T. Howell

A Commissioner for Oaths / Solicitor
Notary Public / Justice of the Peace

Presentor's ref:

7830

telephone no:

name and address:

BRITISH COMPANY

REGISTRATION AGENTS LTD.

100 PRATTING STONE STREET,

BIRMINGHAM, B1 1 6SI

01-269 9841

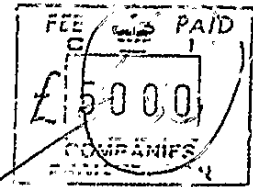
For official use

General section

Postroom



1378365



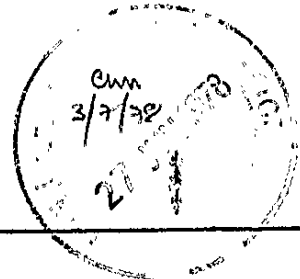
THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

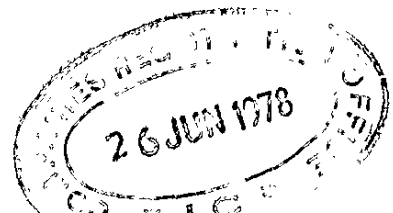
of

THE OLD MILL FLATS RINGWOOD (MANAGEMENT) LIMITED



1. The name of the Company is "THE OLD MILL FLATS RINGWOOD (MANAGEMENT) 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 the Estate.
 - (B) To manage and maintain the Estate and for that purpose to enter into a Lease with the Developer and to be a party to Leases of flats and garages of the Estate by the Developer.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct maintain and alter any buildings or erections and lay out, maintain and use gardens and amenity grounds.
 - (D) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
 - (E) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
 - (F) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
 - (G) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.

BRITISH COMPANY
REGISTRATION AGENTS LTD.
55-56 FEATHERSTONE STREET,
LONDON, EC1Y 8SJ



2.

- (H) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
4. In this Memorandum the following words have the following meanings:-
- (a) "The Developer" means Rodney Victor Taylor and Anthony John Priscott both of 20 Parkstone Road, Poole, Dorset.
- (b) "The Estate" means the residential estate comprising a block of 24 flats and garages developed or in course of development by the Developer at The Old Mill, Bickerley, Ringwood, Hampshire.
5. The liability of the Members is limited.
6. The share capital of the Company is £120 divided into 24 shares of five pounds 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.
R. V. Layfer	ONE
Rodney Victor Layfer 26 Cotton Close Broadstone Poole Dorset	
Builder Ch. Prisco Rt.	ONE.
ANTHONY JOHN PRISCOTT, PLANTATION COTTAGE, HOCKBEGGAR, SOUTH GOKLEY, RINGWOOD, HANTS. BUILDER.	

DATED the 15th day of June 1978

WITNESS to the above Signatures :-

W. H. R.
Solitor
Pool.

1378365/2

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

THE OLD MILL FLATS RINGWOOD (MANAGEMENT) LIMITED

PRELIMINARY

1. In these Articles (a) words defined in the Memorandum of Association shall have the same meaning (b) "flat" means a flat on the Estate (c) "owner" means the lessee for the time being of a flat under a lease granted by the Developer (d) "The ultimate date" means the first anniversary of the earliest date on which no flat remains undemised by the Developer.

2. Except and subject as hereinafter expressly or by necessary implication provided, the regulations contained or incorporated in Part I and Part II of Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1976 (hereinafter referred to as "Table A"), except Clauses 3 and 4 of Part II, 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) 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 that clause were 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:

5.

- (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 of a founder share to the Developer by a subscriber.
- (d) a transfer by a Mortgagee of a share to a purchaser from such 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 one 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.

8. On a winding up a holder of a founder share shall not by virtue of such holding, be entitled to any share of the surplus assets of the Company which shall belong exclusively to the Ordinary Shareholders.

DIRECTORS

9. (1) Until the Company shall by resolution otherwise determine, the number of Directors shall not be less than two nor more than twelve. The first Directors shall be appointed by the Subscribers.
- (2) No person (not appointed by the Founder members or co-opted by the Directors before the ultimate date) shall be eligible to be a Director, unless he holds one ordinary share and is appointed after the ultimate date.
- (3) A Director shall not be disqualified from holding office by reason only of having attained the age of seventy.
- (4) The Directors for the time being shall retire at the annual general meeting held next after the ultimate date and, until the date of such meeting, the holders for the time being of a majority of the founder shares may, by notice in writing, remove any Director from office and may by a like notice appoint any person to be a Director.

VOTES OF MEMBERS

10. (i) Until the ultimate date the holder of any 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 ultimate date, every holder of an ordinary share shall be entitled to one vote at a General Meeting for each share held by him, but a holder of a founder share shall not by virtue of such holding be entitled to receive notice of or attend or vote at any General Meeting.

Names, Addresses and Descriptions of Subscribers.

R. O. Gaynor
Rodney Victor Gaynor
26 Cotton Close
Broadstone
Poole
Dorset.

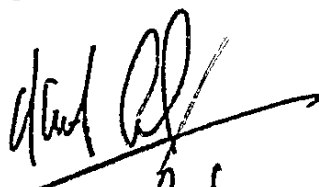
Builder
A. J. Priscoff.
A.J. PRISCOFF.

PLANTATION COTTAGE,
HOCKBEEGAR,
SOUTH GORLEY,
RINGWOOD
HANTS
(BUILDER)

DATED the

15th day of June 1978

WITNESS to the above Signatures :-


Solicitor
Poole.

**Statement of first directors and
secretary and intended situation
of registered office**

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold black lettering

Name of Company

Company number

1378365 / 5* delete if
inappropriate**THE OLD MILL FLATS RINGWOOD (MANAGEMENT)**

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below**20 PARKSTONE ROAD,
POOLE,
DORSET**If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below**X****British Company Registration Agents Limited
38/40 Featherstone Street, LONDON EC1Y 8SJ**If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresenter's
reference (if any):**137830****BRITISH COMPANY
REGISTRATION AGENTS LTD.
38-40 FEATHERSTONE STREET,
LONDON, EC1Y 8SJ
Tel: 01-251 0344**For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	RODNEY VICTOR TAYLOR	Business occupation	Builder
Former name(s) (note 3)		Nationality	British
Address (note 4)	20 Parkstone Road, POOLE, Dorset	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	NONE		
I hereby consent to act as director of the company named on page 1			
Signature	<i>R. O. Taylor</i>	Date	15/6/78.

Name (note 2)	ANTHONY JOHN PRISCOTT	Business occupation	Builder
Former name(s) (note 3)		Nationality	British
Address (note 4)	20 PARKSTONE ROAD, POOLE, DORSET	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	NONE		
I hereby consent to act as director of the company named on page 1			
Signature	<i>A. J. Priscott</i>	Date	15/6/78.

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

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binding margin



Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	ANTHONY JOHN PRISCOTT
Former name(s) (note 3)	
Address (notes 4 & 7)	20 PARKSTONE ROAD, POOLE, DORSET
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>[Signature]</i> Date 15/6/78.

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1978

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature *[Signature]* [Subscriber] [Agent]† Date 15-6-78

Signature [Subscriber] [Agent]† Date



CERTIFICATE OF INCORPORATION

No. 1378365

I hereby certify that

THE OLD MILL FLATS RINGWOOD (MANAGEMENT) LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Cardiff the

12TH JULY 1978

A handwritten signature in dark ink, appearing to read 'D. G. Thomas'.

D. G. THOMAS

Assistant Registrar of Companies