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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
bold black
lettering.
*Delete if
inappropriate.

For official use

1493334

Name of Company

30 CARLINGFORD ROAD

Limited*

I, MICHAEL JEREMY BERNARD VANN
of 12 Bedford Row, London WC1R 4DN

do solemnly and sincerely declare that I am† a solicitor of the Supreme
Court engaged in the formation
of 30 Carlingford Road

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 13 Bedford Row
London WC1R 4BU

the 14th day of November

One thousand nine hundred and seventy-eight
before me Jane Laidler

~~A Commissioner for Oaths†~~ SOLICITOR
JANE LAIDLER

M J Vann

†For Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths.

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

TURNER PEACOCK
12, BEDFORD ROW,
WC1R 4DN
SOLICITORS

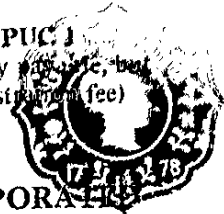
For official use
General section

Post room



Number of Company 1105334 2

Form PUC 1
(Capital duty payable, but
no registration fee)



STATEMENT ON FORMATION OF A COMPANY TO BE INCORPORATED
WITH LIMITED LIABILITY UNDER THE COMPANIES ACT 1948
Pursuant to Part V of the Finance Act 1973

Name of Company 30 CARLINGFORD ROAD LIMITED

A Nominal capital* Fifty Pounds divided into Four Founders Shares of 50p each and Forty-eight Ordinary Shares of £1 each.

B Nominal value of each share Founders Shares - 50p, Ordinary Shares - £1.00

C Number and description of shares taken on incorporation* Four Founders Shares.

D Total amount payable on each† (including premium if any) 50p.

E Amount paid or due and payable on each† 50p.

F Total amount paid or due and payable in respect of C £2.00

G Capital duty payable on F at £1 per £100 or part of £100 £1.00

I hereby certify that the above particulars are correct in all respects.

Signed [Signature]

Description Subscribed

Date 3rd November 1978

* Distinguish between Preference, Ordinary, Redeemable Preference, etc. shares.

† If amounts are contributed otherwise than in cash, that fact with full particulars must be stated.

Note: This form must be delivered to the Registrar of Companies when applying for incorporation of the company.

Presented by:

TURNER PEACOCK
12, BEDFORD ROW,
WC1R 4DN
SOLICITORS

Presentor's reference:

LJ/21

For official use only:

15 NOV 1978
Child & Co.
£51
016676 (p2)

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

THE COMPANIES ACTS 1948 to 1976

Company Limited by Shares

1405334

3

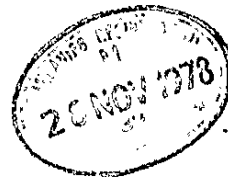
MEMORANDUM OF ASSOCIATION

of

30 CARLINGFORD ROAD LIMITED



1. The name of the Company is 30 CARLINGFORD ROAD LIMITED
2. The registered office of the Company will be situate in England.
3. In this Memorandum the following words have the following meanings :-
 - (a) "The Developer" means DEREK VICTOR HINKLEY and JOHN WILLIAM BERTSCHINGER.
 - (b) "The Estate" means the residential estate developed or in course of development by the Developer at 30 Carlingford Road, London, N.W.3.
4. The objects for which the Company is established are :-
 - (a) To manage and maintain the Estate and for that purpose to be a party to Leases of flats of the Estate by the Developer.
 - (b) To exercise the functions of a Residents Association and Management Company formed to safeguard and promote the common interests of the residents and to manage the Estate.



Childs
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016676

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INDISTINCT ORIGINAL

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

5. The liability of the Members is limited.

6. The share capital of the Company is £50 divided into four Founder Shares of fifty pence each and forty-eight Ordinary Shares of one pound 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.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber (In Words)
<p><i>Det - Winkler</i> 5, Bridge Street, London, EC4V 6HT. Chartered Accountant.</p> <p><i>[Signature]</i> Dominion House, Bartholomew Close, London, EC1A 7ED. Company Director.</p>	<p>Two Founders shares</p> <p>Two Founders shares.</p>

WITNESS to the above Signatures:-

M Ford (Secretary)
5 New Bridge St
London EC4V 6HT

DATED the *9th* day of *November*. 1978.

The Companies Acts 1948 to 1976

Company Limited By Shares

1405334/0

ARTICLES OF ASSOCIATION

of

30 CARLINGFORD ROAD 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 tenant for the time being of a flat under a lease exceeding 21 years 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 upon leases exceeding 21 years.

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) 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 was deleted.
- (B) In Clause 84 sub-clause (2) was deleted.
- (C) In Clause 92 the words "in manner aforesaid" were deleted.

5. The Shares shall be at the disposal of the Directors, who may allot them subject to Regulation 2 of Table A, Part II, to the Companies Act 1948 to such persons, who are the owners in the case of the Ordinary Shares, or to the Developer, its successors or assigns or such persons as it may direct in the case of the Founders Shares, provided that no Shares shall be issued at a discount except as provided by Section 57 of the Companies Act 1948.

SHARES

6. 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.

7. 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 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.

8. 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.

9. 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

10. (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 and is not a body corporate.
- (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

11. (1) 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.

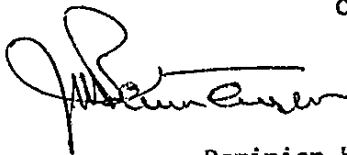
- (ii) After the ultimate date, every holder of an ordinary share shall be entitled to one vote at a General Meeting for each share held by him, but a holder of a Founder share shall not by virtue of such holding be entitled to receive notice of or attend or vote at any General Meeting.

Names, Addresses and Descriptions of Subscribers

Sal - Mitchell ✓

5, Bridge Street,
London, EC4V 6HT.

Chartered Accountant. ✓



Dominion House,
Bartholomew Close,
London, EC1A 7ED.

Company Director.

WITNESS to the above Signatures:-

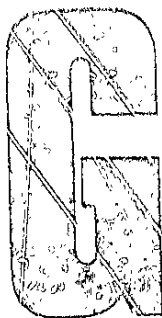
M Ford (Secretary) ✓
5 New Bridge Street
London EC4V 6HT

DATED the

9th

day of November.

1978.



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 margin

Company number

1405334

Name of Company

30 CARLINGFORD ROAD

Limited*

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

*delete if
inappropriate

The intended situation of the registered office of the company
on incorporation is as stated below

12 Bedford Row

London WC1R 4DN

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

Turner Peacock,

12 Bedford Row,

London WC1R 4DN.

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

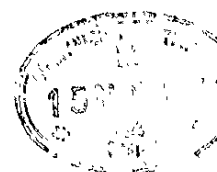
Persons's
reference (if any):

LJ/21

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:

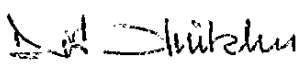
Name (note 2)	DEREK VICTOR HINKLEY	Business occupation	CHARTERED ACCOUNTANT
Former name(s) (note 3)		Nationality	ENGLISH
Address (note 4)	5 Bridge Street, London EC4V 6HT	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
SUMMIT INSURANCES LTD			
W S & L NOMINEES LTD			
TEXMACO (SALES) LTD			
FLOYD NASH & COMPANY			
I hereby consent to act as director of the company named on page 1			
Signature		Date 3 NOVEMBER 1978	

Name (note 2)	JOHN WILLIAM BERTSCHINGER	Business occupation	COMPANY DIRECTOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	Dominion House, Bartholomew Close, London EC1A 7ED	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
P. BERTSCHINGER & CO. LTD.			
I hereby consent to act as director of the company named on page 1			
Signature		Date 9 November 1978	

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	

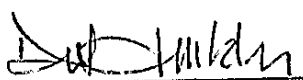
Important
The particulars to be given are those referred to in section 21 of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 1 before completing this part of the form.

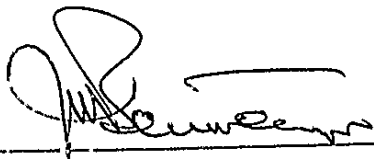
The name(s) and particulars of the person who is, or the persons who are,
to be the secretary, or joint secretaries, of the company are as follows:

Name (note 2 & 7)	XXXXXXXXXXXXXXXXXXXX DEREK VICTOR HINKLEY
Former name(s) (note 3)	
Address (notes 4 & 7)	5 Bridge Street, London EC4V 6HT
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 3 NOVEMBER 1978

Name (note 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

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

Signature  [Subscriber] [Agent]† Date **3rd November 1978**

Signature  [Subscriber] [Agent]† Date **9 Nov. 1978**



CERTIFICATE OF INCORPORATION

No. 1405334

I hereby certify that

30 CARLINGFORD ROAD 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 13TH DECEMBER 1978

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

THE COMPANIES ACTS 1948-1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

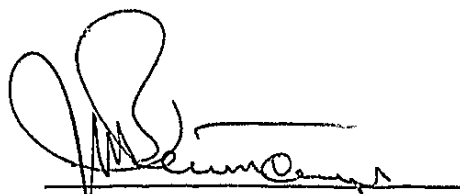
30 CARLINGFORD ROAD LIMITED

Passed 24th JUNE 1980

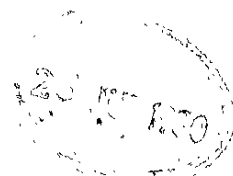
At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 24 day of JUNE 1980 the following Special Resolution was duly passed:-

RESOLUTION

That the Regulations contained in the printed document now produced to the meeting and signed by the Chairman for the purpose of identification be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.



Chairman



The Companies Acts 1948 to 1976

Company Limited by Shares

NEW

ARTICLES OF ASSOCIATION

of

30 CARLINGFORD ROAD LIMITED

(Adopted 24th June 1980)

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 tenant for the time being of a flat under a lease exceeding 21 years granted by the Developer (d) "the ultimate date" means 1st January 1980.

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) 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 was deleted.
- (B) In Clause 84 sub-clause (2) was deleted.
- (C) In Clause 92 the words "in manner aforesaid" were deleted.

5. The Shares shall be at the disposal of the Directors, who may allot them subject to Regulation 2 of Table A, Part II, to the Companies Act 1948 to such persons, who are the owners in the case of the Ordinary Shares, or to the Developer, its successors or assigns or such persons as it may direct in the case of the Founders Shares, provided that no Shares shall be issued at a discount except as provided by Section 57 of the Companies Act 1948.

SHARES

6. 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.

7. 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 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.

8. 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.

9. 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

10. (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 and is not a body corporate.
- (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

11. (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

D.V. Hinkley,
5, Bridge Street,
London, EC4V 6HT.

Chartered Accountant.

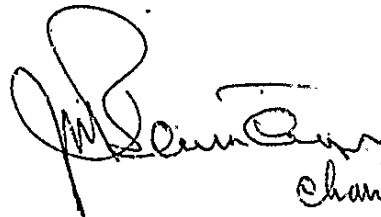
J.W. Bertschinger,
Dominion House,
Bartholomew Close,
London, EC1A 7ED.

Company Director.

WITNESS to the above Signatures:-

M. Ford (Secretary),
5, New Bridge Street,
London EC4V 6HT.

9th November 1978.


Chairman

Number of Company 1405234

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to s.380 of the Companies Act 1985)

OF

30 CARLINGFORD ROAD LIMITED

Passed 1st July 1990

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 30, Carlingford Road, Hampstead, London NW3 1RX on 1st July 1990, the subjoined SPECIAL RESOLUTION was duly passed, namely:-

RESOLUTION

The company being dormant has resolved not to appoint an auditor under CA 1985 S252.

Date 1st July 1990 Chairman

E Phillips