

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

Please do not
write in this
binding marginPlease complete
logically, preferably
in black type, or
bold block
lettering*Insert full
name of company

For official use

Company number

--	--	--	--

1552088

Name of company

CAXTON HOUSE (READING) RESIDENTS ASSOCIATION LIMITED

I, PAUL HENRY MARSH Solicitor
of Eagle Chambers 18 Eden Street, Kingston upon Thames, Surrey

†Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

do solemnly and sincerely declare that I am a solicitor of the Supreme Court
engaged in the formation
of Caxton House (Reading) Residents Association Limited

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company and of matters
precedent 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 Kingston-upon-Thames, Surrey

Signature of Declarant

the 27th day of FebruaryOne thousand nine hundred and eighty-one

before me Richard A Commissioner for Oaths
A Commissioner for Oaths or 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):

For official use
New companies section

Post room



THE COMPANIES ACT 1948
TO 1980



COMPANY LIMITED BY SHARES



1552088 | 3

047944/4

MEMORANDUM OF ASSOCIATION

- OF -

CAXTON HOUSE (READING) RESIDENTS ASSOCIATION LIMITED

1. The name of the Company is CAXTON HOUSE (READING) RESIDENTS ASSOCIATION LTD.
2. The registered office of the Company will be situate in England
3. The objects for which the Company is established are:-
 - (a) To purchase for investment and to deal in land and other property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents
 - (b) To erect construct renew repair maintain and renovate houses, flats or buildings of every description on any land of the Company and to pull down alter improve rebuild or enlarge existing houses flats or buildings thereon; and generally to deal with and improve the property of the Company
 - (c) To carry on the business of the property owners houses and estate agents land agents surveyors auctioneers valuers brokers insurance agents mortgage brokers bailiffs builders building contractors
 - (d) To purchase or sell to take or let on lease take or give in exchange or on hire or otherwise acquire grant hold or dispose of any estate or interest in any lands buildings easements concessions or any other real or personal property or any right privileges option estate or interest and to sell lease improve manage develop mortgage dispose of or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit
 - (e) To carry on the business of an investment trust property company in all its branches

- (f) To build construct alter improve replace remove enlarge maintain manage control or work any roads or buildings necessary for the Company's business or to join with others in doing any of the things aforesaid
- (g) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking property and assets including the uncalled capital of the Company
- (h) To remunerate any person firm or Company for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business
- (i) To accept draw make execute discount and endorse bills of exchange promissory notes or other negotiable instruments
- (j) To promote any company for the purpose of acquiring all or any of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company
- (k) To pay all the costs charges and expenses preliminary and incidental to the promotion formation establishment and incorporation of the Company
- (l) To lend money with or without security and to invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine
- (m) To grant honuses gratuities pensions or charitable aid to persons employed by the Company
- (n) To do all such things as are incidental or conducive to the attainment of the above objects or any of them

4. The income and property wheresoever and whencesoever derived of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to Members of the Company provided that nothing herein shall prevent the payment in good faith of remuneration to any Director officer or servant of the Company or to any Member of the Company in return for any services actually rendered to the Company nor to prevent the payment of interest at a rate not exceeding six per cent per annum on money lent by a Member to the Company

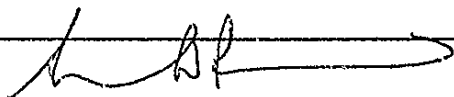
5. The liability of the Members is limited

6. The share capital of the Company is £150 divided into 15 shares of £10 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 accept 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



Marjorie Wentworth Smith
Kingstons House
15 Coombe Road
Kingston-upon-Thames

One

Company Director



Harold Walter Martin
Kingstons House
15 Coombe Road
Kingston-upon-Thames

One

Company Secretary

D A T E D the 28th day January of
One thousand nine hundred and eighty one

WITNESS to the above signatures:-

Margaret M. Pigg

5 Neville Road

Kingston Upon Thames

SECRETARY

THE COMPANIES ACT 1948 TO 1980

1552088 / 4

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

CAXTON HOUSE (READING) RESIDENTS ASSOCIATION LIMITED ✓

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act 1948 as modified by the Companies Act 1980 and defined by Section 90 (Companies Act 1980) (such table being hereinafter called Table A) shall apply to the Company save in so far as they are excluded or varied hereby that is to say Clauses 24 30 31 32 40 41 42 43 75 77 114 115 116 117 118 119 120 121 122 128 and 129 shall not apply to the Company

2. Th Company is a Private Company ✓

SHARE CAPITAL AND SHARES

3. The original share capital of the Company is £150.00 divided into 15 shares of £10 each

4. The shares shall be at the disposal of the Directors and (save as otherwise directed by the Company in General Meeting) they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper

LIEN

5. The lien conferred by Clause II in Part I of Table A shall attach to fully paid up Shares and to all Shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders

TRANSFER AND TRANSMISSION OF SHARES

6. No shares in the Company shall be transferred unless the proposed transferee thereof has acquired the interest of the transferor in a Lease of a flat in a block of flats or buildings situate and known as Caxton House Reading Berkshire

7. Whenever any shares are registered in the name of a person who is not the Lessee under a Lease referred to in Article 6 the Directors may give notice in writing to such holder requiring him to transfer such shares to a person who is such a Lessee and if the same shall not have been so transferred within one month after such notice has been given the Directors may at any time thereafter (unless in the meantime the same shall have been so transferred) call upon such holder to transfer the said shares to any one or more persons (being a Lessee or Lessees of any such Lease or Leases referred to in Article 6 hereof) found by the Directors to be willing to purchase the same at the price certified by the Auditors for the time being of the Company as being in their opinion the fair value of the shares and the holder shall thereupon sell and transfer such shares at such price In so certifying the Auditors shall be considered to be acting as experts and not as Arbitrators and accordingly the Arbitration Act 1950 shall not apply If the holder shall make default in so selling and transferring the Directors may appoint any person to execute a transfer of such shares to the purchasers who shall then be entered on the Register as holders of the shares and their title to the shares shall not be impeachable The Company may receive the purchase money on the selling holder's behalf and give a good receipt thereof

8. If any Shareholder dies or becomes bankrupt and the shares of which such Shareholder was the registered holder at the date of such death or bankruptcy are not transferred to the person becoming entitled in consequence of such death or bankruptcy to the said Lease referred to in Article 6 hereof then the Directors may give notice in writing to the person's representatives or the trustee in bankruptcy or other the person or persons who have the right to transfer such shares requiring him or them to transfer such shares in accordance with the provisions of Article 7 hereof

NOTICE OF GENERAL MEETINGS

9. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act 1948 and 1980 as to giving information to Members in regard to their right to appoint proxies and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Auditor for the time being of the Company

10. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum"

DIRECTORS

11. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two nor

more than four The following shall be the first Directors of the Company that is to say:-

MARJORIE WENTWORTH SMITH
HAROLD WALTER MARTIN

12. The qualification of a Director shall be the holding of one share of the Company provided that no qualification shall be required for the first Directors named in Article II A Director may act before acquiring his qualification where a qualification is necessary but he shall acquire his qualification within 2 months of being appointed a Director

13. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom

14. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly

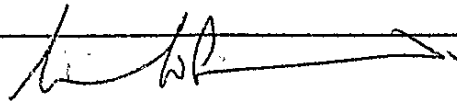
DISQUALIFICATION OF DIRECTORS

15. In addition to the provisions of Regulation 88 of Table A the office of a Director shall be vacated:-

If the Director ceases to be a Lessee under a Lease referred to in Article 6

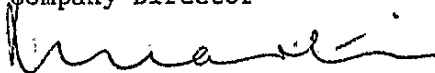
PROVIDED nevertheless that this provision shall not apply to the first Directors named in Article II

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



MARJORIE WENTWORTH SMITH
Kingstons House
15 Coombe Road
Kingston-upon-Thames
Surrey

Company Director



HAROLD WALTER MARTIN
Kingstons House
15 Coombe Road
Kingston-upon-Thames
Surrey

Company Secretary

D A T E D the 28th

day of January 1981

WITNESS to the above Signatures:-

Margaret D. Pigg
5 Neville Road
Kingston upon Thames
SECRETARY

THE COMPANIES ACTS 1948 TO 1976

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

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

1

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

Company number

1552088

5

Name of Company

CAXTON HOUSE (READING) RESIDENTS ASSOCIATION LIMITED

Limited*

* delete if
inappropriateThe intended situation of the registered office of the company
on incorporation is as stated below

Charter House, 113 High Street, Hampton Hill, Middlesex

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

Messrs. Bells

18 Eden Street, Kingston upon Thames, Surrey

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 statementPresentor's name, address and
reference (if any):Bells,
18 Eden Street,
Kingston upon Thames,
Surrey.

PHM/PK

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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)	MARJORIE WENTWORTH SMITH	Business occupation
		Company Director
Former name(s) (note 3)		Nationality
Address (note 4)	Kingstons House, 15 Coombe Road	British
	Kingston upon Thames, Surrey KT2 7AD	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	See attached list.	
I hereby consent to act as director of the company named on page 1		
Signature		Date 28 th May 1981

Name (note 2)	HAROLD WALTER MARTIN	Business occupation
		Company Secretary
Former name(s) (note 3)		Nationality
Address (note 4)	Kingstons House, 15 Coombe Road,	British
	Kingston upon Thames, Surrey KT2 7AD	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	See attached list.	
I hereby consent to act as director of the company named on page 1		
Signature		Date 28 th January 1981

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

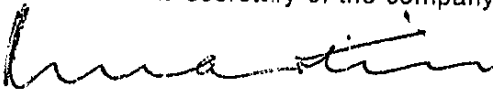
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binding margin



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)	HAROLD WALTER MARTIN
Former name(s) (note 3)	
Address (notes 4 & 7)	Kingstons House, 15 Coombe Road, Kingston upon Thames KT2 7AL
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 28 th January 1981

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 1976

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

† delete as
appropriate

Signature _____ [Subscriber] [Agent]† Date _____

Signature _____ [Subscriber] [Agent]† Date _____

H.W. MARTIN

SCHEDULE OF DIRECTORSHIPS

Goldtor Ltd.

H.B. Kingston Ltd.

The Kingsborough Property Co. Ltd.

Motcombe (East Molesey) Residents Association Ltd.

8 Southbank (Surbiton) Residents Association Ltd.

Nell Court (Surbiton) Residents Association Ltd.

40 Victoria Road (Kingston) Residents Association
Ltd.

43/58 Albert Road (Kingston) Residents Association
Ltd.

Ashtree Close (Surbiton) Residents Association Ltd.

MRS. M.W. SMITH'S DIRECTORSHIPS

Aburpoint Property Co. Ltd.

Chalford Property Co. Ltd.

Couchmore Property Co. Ltd.

Gillenden Development Co. Ltd.

H.B. KINGSTON LTD.

Isus Investment Co. Ltd.

LEGIBUS 16

Kingsborough Property Co. Ltd.

Kingstons House Developments Ltd.

Kynance Securities Ltd.

Cox & Readman Developments Ltd.

40 Victoria Road (Kingston) Residents Association Ltd.

48/58 Albert Road (Kingston) Residents Association Ltd.

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1552088

I hereby certify that

CAXTON HOUSE (READING) RESIDENTS ASSOCIATION LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 23RD MARCH 1981

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

E. A. WILSON

Assistant Registrar of Companies