

Number of
Company : 1673012

9

The Companies Acts 1948 to 1980

C O M P A N Y L I M I T E D B Y S H A R E S

SPECIAL RESOLUTION

(Pursuant to s.141 (2) of the Companies Act 1948)

OF

CLOSEHURST LIMITED

=====
Passed 26th May, 1983
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AT an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 13 Warwick Avenue London W.9. on the day of May, 1983, the subjoined SPECIAL RESOLUTIONS were duly passed, viz :-

RESOLUTIONS

1. "That the Company adopt the Memorandum & Articles of Association as laid before the meeting and initialled for the purposes of identification by the Chairman thereof in substitution for and to the exclusion of the existing Memorandum and Articles of Association."
2. "That the Agreement and Transfer for the purchase of the Freehold interest in the property known as 13 Warwick Avenue London W.9. shall (if necessary) be executed and signed on behalf of the Company by a Director and the Secretary."


(CHAIRMAN)



No. of Company 1673012
The Companies Acts 1948 to 1976
COMPANY LIMITED BY SHARES

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
CLOSEHURST LIMITED
(Incorporated the 20th day of October 1982)



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

CLOSEHURST LIMITED

1. The name of the Company is "CLOSEHURST 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 acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages; and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, and in particular by laying out streets, roads, and squares, constructing, sewers and draining, planting, paving and preparing building sites, and by constructing, reconstructing, altering, repairing, improving, decorating, furnishing, and maintaining, houses, flats, bungalows, offices, factories, warehouses, wharves, buildings, works and conveniences of all kinds, and by consolidating or connecting or subdividing properties, and by leasing and disposing of the same, and by advancing money to and entering into contracts with builders, tenants and others; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, and to supply to tenants and occupiers catering and other services and all conveniences and amenities commonly required therewith; to acquire and take over businesses or undertakings of all kinds, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient; and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and

managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, general farmers, builders' merchants, plant hire specialists and contractors, merchants of, and dealers in plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers, haulage and transport contractors, electricians and general engineers.

- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevet d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property

and rights of the Company.

- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.
- (i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (l) To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

- (m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- (n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (o) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.
- (q) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such

employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (u) To procure the Company to be registered or recognised in any part of the world.
- (v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 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
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William John Reichmann
Regis House
134 Percival Road
Enfield
Middlesex.

One

Company Registration Agent

Donald Edward Gelsthorpe Wing
Regis House
134 Percival Road
Enfield
Middlesex.

One

Company Registration Agent

Dated this 1st day of September 1982.

Witness to the above Signatures:-

Sheila Elizabeth Wing
Regis House
134 Percival Road
Enfield
Middlesex.

Company Registration Agent

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

CLOSEHURST LIMITED

(Adopted by a Special Resolution passed on

1983)

PRELIMINARY

1. The regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 (such table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby. Clauses 3, 24, 29, 30, 31, 33 to 36 inclusive, 40 to 43 inclusive, 45, 46, 75, 77, 80, 88, 98, 99, 131 and 136 in Part 1 of Table A shall not apply to the Company; and in addition to the remaining clauses in Part 1 of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. In these Articles "the Building" shall mean the building known as Number 13 Warwick Avenue, London W9.

SHARE CAPITAL AND SHARES

3. The Share Capital of the Company at the date of adoption of these Articles is One hundred pounds divided into One hundred shares of One Pound each.

ISSUE OF SHARES

4. Subject to the shares already issued at the date of adoption of these Articles the shares of the Company shall be allotted by the Directors so that the Lessee of each unit of occupation owned managed or to be managed by the Company in the Building (hereinafter called "a Lessee") shall be entitled to One Share in the Company PROVIDED THAT where there are two or more Lessees of any such unit they shall be entitled to be allotted One Share only, such share to be registered in their joint names. The share shall be issued at par and shall be allotted by the Directors to the Lessee within 90 days of the date of the Lease and upon payment of the nominal value thereof.

5. The lien conferred by Clause 11 in Part 1 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.

TRANSMISSION OF SHARES

6. On the death of a joint shareholder the shares registered in his name shall pass to the survivor and shall be registered solely in his name. On the bankruptcy of a joint shareholder the shares registered in his name jointly with another or others shall be registered in the name of the registered owner or owners apart from the bankrupt. On the death or bankruptcy of a shareholder with shares in his sole name the shares shall be transmitted to his personal representatives or Trustee in bankruptcy and registered in his or their name on registration of the Grant of Probate or Letters of Administration or Bankruptcy Order.

TRANSFER OF SHARES

7. No transfer of any shares in the Company shall be approved by the Directors unless:-

- (a) the Transferee shall be the Lessee for the time being of the unit of occupation in the building to which the share to be transferred has been allocated by the Directors; and
- (b) the Transferee shall produce to the Secretary of the Company for registration the Deed of Assignment of the Lease of the unit vesting the same in him; and
- (c) the consideration for the transfer of the share shall be at par value.

8. If, upon the assignment of a Lease of any unit of occupation in the Building, the registered owner ("the intended Transferor") of a share, fails or neglects to complete forthwith a transfer in favour of the Assignee ("the Transferee") the Directors may authorise some person to execute the necessary transfer on behalf of that intended transferor and may upon delivery at the Registered Office of such transfer enter in the Register of Members that that share has ceased to be held by the person or persons in whose name it is registered and that the transferee or transferees has become the holder of such share and that share shall thereupon become indefeasibly held as aforesaid, and the Company may receive the purchase price from the transferee and give a good receipt therefor and issue to him a certificate for such share. The intended transferor shall in any such case become bound to deliver up the certificate for the share and on such delivery shall be entitled to receive the said purchase price without interest.

GENERAL MEETING

9. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act 1948 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.

VOTES OF MEMBERS

10. No Member shall be entitled to vote at any General Meeting of the Company unless at the time of such meeting he is legally entitled to a Lease or tenancy agreement of a unit of occupation in the Building and is the registered holder either alone or jointly of the share allotted to such unit. If a share is registered in the names of more than one person, the joint registered owners shall agree as to the person who shall cast a vote in respect of that share and in default of agreement the first-named registered owner shall be entitled to vote.

DIRECTORS

11. (a) Unless and until the Company by special resolution in General Meeting shall otherwise determine, the number of Directors shall not be more nor less than two.
- (b) No person shall be a Director unless he or his spouse shall be the registered holder (jointly or singly) of one share in the Company.
- (c) Upon the registration of any permitted holder as a member of the Company he shall automatically become a director of the same PROVIDED THAT where two or more persons hold shares jointly the first named only shall become a director
- (d) If the directors are required to vote upon a resolution requiring enforcement of the Company of a covenant or covenants in a lease or tenancy agreement of a unit of accommodation in the Building a director who is also the tenant under the lease or tenancy agreement mentioned in the resolution shall not be entitled to vote and the quorum of directors required to vote upon the resolution shall be one
12. The Directors at the date of adoption of these Articles are:-

IAN CARRILINE
PRICILLA HELEN FERGUSON YOUNG

13. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting subject nevertheless to any regulations of these Articles and to the provisions of the Act and the exercise of such powers shall be subject also to the control and regulation of any General Meeting specially convened for the purpose provided that the

Directors shall not effect or authorise any sale of any freehold property belonging to the Company and shall not grant any leases other than leases for not less than 99 years of one individual unit of occupation on the building without the prior authority of a Special Resolution of the Company.

DISQUALIFICATION OF DIRECTORS

14. The office of Director shall be vacated if the Director:-

- (a) ceases to be a Director by virtue of Section 182 or 185 of the Act; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act or under Section 28 of the Companies Act 1976; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Company; or
- (f) shall for more than three months have been absent without permission of the Directors from meetings of the Directors held during that period; or
- (g) ceases to be a person entitled to a lease or tenancy of a unit of occupation in the building and the registered holder either alone or jointly of the share allocated to that unit, save in the case of a Director appointed by a chargee.

PROCEEDINGS OF DIRECTORS

15. The quorum necessary for the transaction of the business of the Directors shall be two subject to the provisions of Article 11(a).

NOTICES

16. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their Meetings, as they think fit. A director may, and the Secretary on the requisition of a Director shall, summon a Meeting of the Directors. No Meeting of the Directors shall be held unless the Director or Secretary convening the said Meeting shall have used his best endeavours to give seven days Notice of such Meeting (to all the Directors of the Company for the time being).

17. A notice may be given by the Company to any member either personally or by delivering it at his unit of occupation

on the building or by sending it by post. Where a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, prepaying and posting a letter containing the notice to have been effected two days (excluding days on which there is no general postal delivery) after the letter containing the notice is posted. In the case of personal delivery in the building service shall be deemed to have been effected at the time of delivery.

WINDING UP

18. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among them equally provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

INDEMNITY

19. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his officer or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. No Director of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or other officer of the Company or for any other loss, damage or misfortune whatever which shall happen through his own dishonesty. This Article shall only have effect insofar as its provisions are not avoided by Section 205 of the Act.

Names, addresses and descriptions of Subscribers

William John Reichmann
Regis House
134 Percival Road
Enfield
Middlesex.

Company Registration Agent

Donald Edward Gelsthorpe Wing
Regis House
134 Percival Road
Enfield
Middlesex.

Company Registration Agent

Dated this 1st day of September 1982.

Witness to the above Signatures:-

Sheila Elizabeth Wing
Regis House
134 Percival Road
Enfield
Middlesex.

Company Registration Agent