

Crown Way Cardiff CF14 3UZ  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

## NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

### COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.



THE COMPANIES ACTS 1948 TO 1980

Form No. 41a

**41a**

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

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

Please do not write in this binding margin



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

\*Insert full name of company

For official use

--	--	--	--

Company number

1811853/7
-----------

Name of company

Highgate Management	Limited*
---------------------	----------

I, Alan Ruthven Burdon-Cooper

of 4 Bedford Row, London WC1R 4DF

†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 †

~~a person named as director/secretary of the company in the statement delivered under section 21 of the Companies Act 1976†~~

of Highgate Management

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 13 BEDFORD ROW

LONDON WC1R 4BU

Signature of Declarant

the 27<sup>th</sup> day of MARCH

One thousand nine hundred and 84

before me F.B. Broadbridge (F.B. BROADBRIDGE)

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

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

For official use

New companies section

Post room

Presented by:-

THE LONDON LAW AGENCY LTD.  
TEMPLE CHAMBERS,  
TEMPLE AVENUE,  
LONDON EC4Y 0HP



**The London Law Agency Limited**

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers

Tel: 01-353 9471 (10 lines)

FEE OR PAID  
5000  
COMPANIES  
REGISTRATION

**HIGHGATE MANAGEMENT LIMITED**

1811853/3

- (A) (i) To undertake the management and administration of one or more blocks of flats (with curtilage) known as 110/118 Highgate Road London NW5 and to provide such services for the tenants and residents thereof and to carry out such reconstruction, renewal, repairs, maintenance or renovations thereto as may be necessary or desirable.



- (ii)
- To manage and administer land, buildings, or other property, and to collect rents and income, and to supply to lessees, residents, tenants, occupiers and others, heating, lighting, cleaning, gas, water, and electricity and other necessary services, attendants, messengers, gardens, conveniences, lifts, garages, and other advantages and amenities and to maintain the same and in connection therewith to engage and employ such servants, gardeners, and other persons either on its own account or as trustee or nominee or agent of any other company or person.

- (B) To carry on any other trade or business which may seem to the

LONDON EC4Y 3HP

may seem to the  
I.C.  
6 APR 1984

47/16/1 and 10/4/6/1

Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.

- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.

- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether director or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person.
- (I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance and obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.
- (J) To establish and maintain or procure the establishment and

maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (M) To pay for any property or rights acquired by the Company,

either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this

Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (T) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be



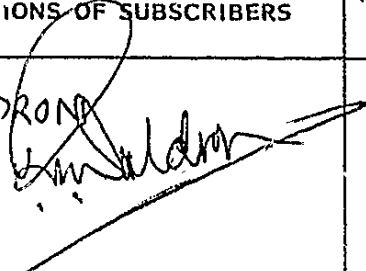
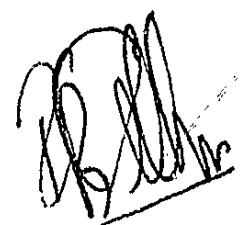
considered likely directly or indirectly to further the objects of the Company or the interests of its members.

- (U) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

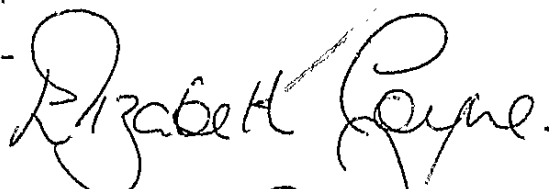
- 4. The liability of the Members is limited.
- 5. The Share Capital of the Company is £700 divided into 14 Shares of £50 each.

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
ROBERT SYDNEY WALDRON 8, BROADOAKS WAY,  BROMLEY, KENT, BR2 0UB CHARTERED ACCOUNTANT	ONE
ROBIN BERNARD JACOMB GIBBON LODGE FARMHOUSE ARDLUGH COLCHESTER CO17 1G CHARTERED SURVEYOR 	ONE

Dated the 11<sup>th</sup> day of March 19 84.

Witness to the above Signatures:-

  
(Secretary).

ELIZABETH COYNE  
BRACKEN WOOD  
YRENCH STREET  
WESTERHAM, KENT.

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HIGHGATE MANAGEMENT LIMITED

1811853/4

#### PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 as amended (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53, 75, 77 and 79 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied hereby the following shall be the Regulations of the Company.
2. The Company is a Private Company.

#### MEMBERSHIP

3. In this and the following Articles except where the context otherwise requires the following expressions shall have the following meanings namely:-

- |              |  |
|--------------|--|
| "the Lessor" | shall mean G.M.S. Syndicate Limited and its successors in title to the freehold of the Estate.   |
| "the Estate" | shall mean the block or blocks of flats referred to in Clause 3(A)(i) of the Company's Memorandum of Association and all further blocks which the Company may contract to purchase from the Lessor |
| "Flat"       | shall mean a flat comprised in the Estate.   |
| "Flatowner"  | shall mean the person or persons for the time being entitled to a lease granted by the Lessor of one of the flats.   |

4. Each of the shares of the Company shall be allocated to one of the flats.
5. There shall be made such transfers of shares and allotments as will ensure that each flatowner holds whether by transfer or allotment in respect of his flat one and only one share in the Company and that no person who is not a flat owner holds any shares in the Company.
6.
  - (A) A share shall be transferred and may only be transferred upon or immediately before a change in the ownership of the flat in respect of which it is held and to the person becoming or about to become upon such change the owner of the flat.
  - (B) The price to be paid on the transfer of every share under this Article shall unless the transferor and transferee otherwise agree be its nominal value.
  - (C) If the holder of a share (or his legal personal representative) refuses or neglects to transfer it in accordance with this Article one of the Directors duly nominated for that purpose by a resolution of the Board shall be the Attorney of such holder with full power on his behalf and in his name to execute complete and deliver a transfer of his share to the person or persons to whom the same ought to be transferred hereunder; and the Company may give a good discharge for the purchase money and enter the name of the transferee of the said share in the Register of Members as the holder thereof.
  - (D) If more than one person is jointly the flatowner of a flat those persons shall jointly hold the corresponding share in the Company but shall have only one vote in right of that share whether as members or directors which shall be cast by the holder whose name first appears in the register of members.
7. If a Member shall die or be adjudged bankrupt his legal personal representative or representatives or the trustee in his bankruptcy shall

be entitled to be registered as a Member of the Company provided he or they shall for the time being be the Flatowner of the Flat formerly held by such deceased or bankrupt member.

8. The Directors may refuse to register any transfer of shares made in contravention of the foregoing provisions.

#### **GENERAL MEETING**

9. 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**

10. Unless and until the Company in General Meeting shall otherwise determine the number of Directors shall not be less than two and not more than seven.
11. The first Directors of the Company shall be Robert Sydney Waldron and Robin Bernard Jacomb Gibbon both of 32 Great James Street, Bedford Row, London W.C.1.
12. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend and speak at any General Meeting of the Company.
13. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.
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.

#### **ALTERNATE DIRECTORS**

15. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.
16. Regulation 58 of Table A Part I shall be modified by substituting "any one member" for "at least two members" in sub-clause (b) and by omitting sub-clauses (c) and (d).
17.
  - (i) Subject to the provisions of paragraph (ii) of this Article the Directors shall endeavour so to carry on the business and activities of the Company as to secure that taking one year with another the Company makes neither a profit nor a loss.
  - (ii) The Directors may in their absolute discretion make provision for creating and setting aside a reasonable reserve fund for any general or particular purposes.
  - (iii) The Directors shall ensure that no dividend or other distribution is paid or made upon or in respect of any share in the capital of the Company.

#### **SHARE CAPITAL**

18. The Share Capital of the Company is £700 divided into 14 Shares of

£50 each.

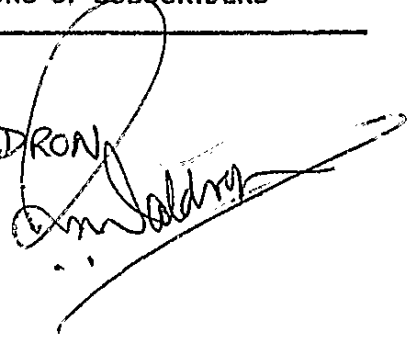
19. The first Secretary of the Company shall be David Andrew Neeves of 32 Great James Street aforesaid.

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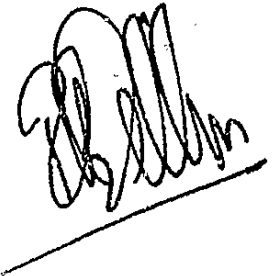
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

ROBERT SYDNEY WALDRON  
8, BROADOAKS WAY,  
BROMLEY, KENT,  
BR2 0UB  
CHARTERED ACCOUNTANT



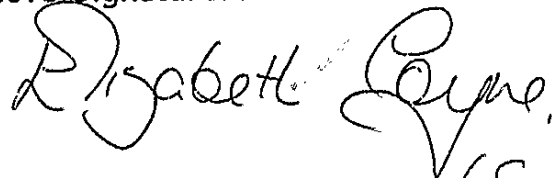
ROBIN BERNARD JACOB GIBBON  
LEDGE FARMHOUSE  
ARDLEIGH  
COLECHESTER CO77PG.  
CHARTERED SURVEYOR



---

Dated the 7th day of March 1984.

Witness to the above Signatures:-



ELIZABETH COYNE  
BRACKENWOOD  
FRENCH STREET  
WESTERHAM, KENT.

(Secretary)



THE COMPANIES ACTS 1948 TO 1981

**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 block lettering\*delete if  
inappropriate

To the Registrar of Companies

For official use

1811853/5

Name of Company

Highgate Management

Limited\*

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

32 Great James Street.

Bedford Row

London WC1

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

The London Law Agency

Temple Chambers,

Temple Avenue, London EC4

Number of continuation sheets attached (see note 1)

1

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

Presented by:-

THE LONDON LAW AGENCY LTD.  
TEMPLE CHAMBERS,  
TEMPLE AVENUE,  
LONDON EC4Y 0HP

The London Law Agency Limited

Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)

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 (note 2) 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 1985 and section 200(2) of the Companies Act 1948 as amended section 95 of the Companies Act 1985. Please read the notes on page 4 before completing this part of the form.

† enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet

Name (note 3)	Robert Sydney Waldron	Business occupation	Chartered Accountant
Previous name(s) (note 3)	None	Nationality	British
Address (note 4)	8 Broadoaks Way Bromley Kent	Date of birth (where applicable)(note 6)	
Other directorships †	See schedule		
I hereby consent to act as director of the company named on page 1			
Signature		Date	7th March 1984

Name (note 3)	Robin Bernard Jacombe Gibbon	Business occupation	Chartered Surveyor
Previous name(s) (note 3)		Nationality	British
Address (note 4)	Lodge Farmhouse, Colchester Road Ardleigh, Essex	Date of birth (where applicable)(note 6)	
Other directorships †	See attached		
I hereby consent to act as director of the company named on page 1			
Signature		Date	7th March 1984

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

Please do not  
write in this  
binding margin

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:-

**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.

Name (notes 3 and 7)	David Andrew Neeves
Previous name(s) (note 3)	None
Address (notes 4 and 7)	16 Peartree Lane, Loose, Maidstone, Kent
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>DA Neeves</i>
Date	7.3.84

Name (notes 3 and 7)	
Previous name(s) (note 3)	
Address (notes 4 and 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\*  
Agents for and on behalf of the Company  
THE LONDON LAW AGENCY LTD.

Signature *[Signature]* DIRECTOR [Subscriber][Agent]† Date 7.3.84

†delete as  
appropriate

Agents for and on behalf of the Company  
THE LONDON LAW AGENCY LTD.  
Signature *[Signature]* DIRECTOR [Subscriber][Agent]† Date 7.3.84

Highgate Management Limited

PARTICULARS OF DIRECTORSHIPS HELD

ROBERT SYDNEY WALDRON

G.M.S. Syndicate Limited  
S.M.G. Real Estates Limited  
Haymills (G.M.S.) Limited  
Henry Turner & Son Limited  
Employment Conditions Abroad Limited  
Wellclose Square Fund Limited  
Ballards Securities Investments Limited  
Turners (Chichester) Limited  
International Military Services Limited  
International Military Services Pension Trustee Limited  
Kensquare Limited  
Clevesquare Limited  
G.M.S. Nominees Limited  
Pearce-Tandy Leathercraft Limited  
Overseas Forest Products B.V.

ROBIN BERNARD JACOMB GIBBON

G.M.S. Syndicate Limited  
S.M.G. Real Estates Limited  
Six Palace Gate Limited  
Haymills (G.M.S.) Limited  
Hutton & Cain Courts (Management) Limited  
Ballards Securities Investments Limited  
Kensquare Limited  
Clevesquare Limited  
G.M.S. Nominees Limited

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1811853

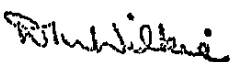
I hereby certify that

**HIGHGATE MANAGEMENT LIMITED**

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the

27TH APRIL 1984

  
MRS. D. M. WILKIE

an authorised officer

# A

## Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

# 2

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering\*delete if  
inappropriate

**Important**  
The accounting  
reference date  
to be entered  
alongside should  
be completed as  
in the following  
examples:

31 March

Day	Month
31	03

5 April

Day	Month
05	04

31 December

Day	Month
31	12

† delete as  
appropriate

To the Registrar of Companies

For official use

Company number

17

1811853

Name of company

Highgate Management

Limited\*

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Please mark X in the box below if a public company

Day	Month
31	03

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

COLLYER-BRISTOW  
4, BEDFORD ROW,  
LONDON, W.C.1.

125

For official use  
General Section

Post room



### The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers

Tel: 01-353 9471 (10 lines)

Number of } 1811853  
Company }

*The Companies Act 1985*

COMPANY LIMITED BY SHARES

**Special Resolution**

*(Pursuant to s. 378 (2) of the Companies Act 1985)*

OF

HIGHGATE MANAGEMENT LIMITED

Passed 12 December, 1985.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 32 Great James Street,

• Bedford Row

• London WC1N 3HB

on the 12th day of December, 1985, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

That the Company takes advantage of the powers contained in Section 252 of the Companies Act 1985 by declaring the Company exempt from obligation to present Audited Accounts for the period 27 April 1984 to 31 March 1985



Signature.....

To be signed by  
the Chairman, a  
Director, or the  
Secretary of the  
Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

Number of } 1811853  
Company }

*The Companies Act 1985*

COMPANY LIMITED BY SHARES

**Special Resolution**

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

HIGHGATE MANAGEMENT LIMITED

Passed 6 November , 1986

AT an EXTRAORDINARY GENERAL MEETING of the above-named  
Company, duly convened, and held at 32 Great James Street,  
. London WC1N 3HB  
.

on the 6th day of November , 1986, the subjoined  
SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

That the Company takes advantage of the powers  
contained in Section 252 of the Companies Act 1985  
by declaring the Company exempt from obligation  
to present Audited Accounts for the year ended  
31 March 1986.

Signature.....

To be signed by  
the Chairman, a  
Director, or the  
Secretary of the  
Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).





Number of } 1811853  
Company }

*The Companies Act 1985*

COMPANY LIMITED BY SHARES

**Special Resolution**

*(Pursuant to s. 378 (2) of the Companies Act 1985)*

OF

HIGHGATE MANAGEMENT LIMITED

*Passed 12th November, 1987.*

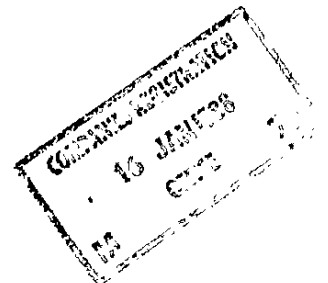
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

. 32 Great James Street  
. London, WC1N 3HB

on the 12th day of November, 1987, the subjoined  
SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

That the Company takes advantage of the powers contained in Section 252 of the Companies Act 1985 by declaring the Company exempt from obligation to present Audited Accounts for the year to 31 March 1987.



Signature .....  
.....

To be signed by  
the Chairman, a  
Director, or the  
Secretary of the  
Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

Number of } 1811853  
Company }

*The Companies Act 1985*

**COMPANY LIMITED BY SHARES**

**Special Resolution**

*(Pursuant to s. 378 (2) of the Companies Act 1985)*

OF

**HIGHGATE MANAGEMENT LIMITED**

*Passed 22nd February, 1990*

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

- 32 Great James Street
- London WC1N 3HB

on the 22nd day of February, 1990, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

**RESOLUTION**

That the Company takes advantage of the powers contained in Section 252 of the Companies Act 1985 by declaring the Company exempt from obligation to present Audited Accounts for the years ended 31st March 1988 and 31st March 1989.

Signature ..... *Chairman* .....

To be signed by  
the Chairman, a  
Director, or the  
Secretary of the  
Company.

COMPANIES HOUSE  
08 MAR 1990  
27

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

# G

COMPANIES FORM No. 122

# 122

## Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

Please do not  
write in  
this margin

Pursuant to section 122 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf)

For official use

Company number

--	--	--	--

1811853

Name of company

\* HIGHGATE MANAGEMENT LIMITED

\* insert full name  
of company

gives notice that:

That 9 shares of £50 each in the capital of the Company which  
have not been taken or agreed to be taken by any person have  
been cancelled and that the share capital of the Company be  
diminished by £450 pursuant to an Ordinary Resolution made on  
16<sup>th</sup> March 1990.

† Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

*D. H. Brown*Designation: *Co. Secretary* Date *16<sup>th</sup> March 1990*Presenter's name address and  
reference (if any):For official Use  
General Section

Post room

COMPANIES ACT  
27 MAR 1990  
M

Company No. 1811853

THE COMPANIES ACT 1985  
SPECIAL RESOLUTIONS  
of  
HIGHGATE MANAGEMENT LIMITED



Passed the

16<sup>th</sup> day of March 1990.

At an extraordinary meeting of the members of the abovenamed Company, duly convened and held on the 16<sup>th</sup> day of March 1990, the following Special Resolutions were passed:

1. That the name of the Company be changed to 52 Cleveland Square Management Limited.
2. That the provisions of the Memorandum of Association of the Company be altered by the deletion therefrom of Clause 3 and the substitution therefor of a new Clause 3 set forth in the printed document produced to this meeting and signed by the Chairman thereof.
3. That the regulations contained in the printed document produced to this meeting and signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

CHAIRMAN/SECRETARY

House / 640/038789.

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1811853

I hereby certify that

**HIGHGATE MANAGEMENT LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

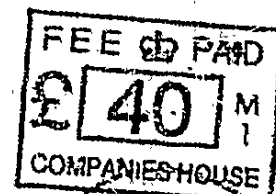
**52 CLEVELAND SQUARE MANAGEMENT LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 9 APRIL 1990

  
an authorised officer

Company No. 1811853

THE COMPANIES ACT 1985  
SPECIAL RESOLUTIONS  
of  
HIGHGATE MANAGEMENT LIMITED



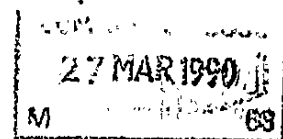
Passed the

16<sup>th</sup> day of March 1990.

At an extraordinary meeting of the members of the abovenamed Company, duly convened and held on the 16<sup>th</sup> day of March 1990, the following Special Resolutions were passed:

1. That the name of the Company be changed to 52 Cleveland Square Management Limited.
2. That the provisions of the Memorandum of Association of the Company be altered by the deletion therefrom of Clause 3 and the substitution therefor of a new Clause 3 set forth in the printed document produced to this meeting and signed by the Chairman thereof.
3. That the regulations contained in the printed document produced to this meeting and signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

CHAIRMAN/SECRETARY



House 140/0.357.29

3. The Company's Objects are:-

- (A) (i) To undertake the management and administration of a block of flats (with curtilage) known as 52 Cleveland Square Bayswater London W2 and to provide such services for the tenants and residents thereof and to carry out such reconstruction, renewal, repairs, maintenance, or renovations thereto as may be necessary or desirable.
- (ii) To manage and administer land, buildings, or other property, and to collect rents and income, and to supply to lessees, residents, tenants, occupiers, and others, heating, lighting, cleaning, gas, water and electricity and other necessary services, attendants, messengers, gardens, conveniences, lifts, garages, and other advantages and amenities and to maintain the same and in connection therewith to engage and employ such servants, gardeners, and other persons either on its own account or as trustee or nominee or agent of any other company or person.
- (iii) To purchase, take on lease, or in exchange, to hire or otherwise acquire and hold any estate or interest in the block of flats referred to in sub-clause (A)(i) above and any other lands, buildings, easements, rights, privileges, concessions and any real or personal property of any kind and to improve, develop, sell, lease, accept, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company therein or thereto
- (iv) To insure any property of the Company or in which it has an interest against damage or destruction and such other risks as may be considered necessary, appropriate or desirable and to insure the Company against public liability and any other risks which it may consider prudent or desirable to insure against
- (v) To establish and maintain capital reserves, management funds and any form of sinking fund in order to pay or contribute towards all fees, costs and other expenses incurred in the implementation of the Company's objects and to require the Members of the Company to contribute towards such reserves or funds at such times, in such amounts and in such manner as the Company may think fit and to invest and deal in and with such moneys not immediately required in such manner as may from time to time be determined.
- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-clause (A) hereof.
- (C) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

- (D) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.
- (E) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertaking the Company is interested, whether directly or indirectly.
- (F) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person.
- (G) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.
- (H) To establish and maintain or procure the establishment and maintenance of any non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.



- (I) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (J) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (K) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (L) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (M) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the repayment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (N) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (O) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such

consideration as the Company may think fit.

- (Q) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (R) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (S) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (T) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (U) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

THE COMPANIES ACT 1985

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A PRIVATE COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

52 CLEVELAND SQUARE MANAGEMENT LIMITED  
(Adopted by Special Resolution passed on 16<sup>th</sup> March 1990)

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby: that is to say, Clause 64 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.
2. The Company is a private company.

MEMBERSHIP

3. In this and the following Articles except where the context otherwise requires the following expressions shall have the following meanings namely:-

"long Lease"	shall mean a lease granted for a term of not less than 99 years.
"the Block"	shall mean the block of flats referred to in Clause 3(A)(i) of the Company's Memorandum of Association.
"Flat"	shall mean the person or persons for the time being entitled to a long lease of a Flat.

SHARES

4. Each of the shares of the Company shall be allocated to one of the Flats.
5. Within a reasonable period of time from adoption of these Articles of Association there shall be made such transfers of shares and allotments as will ensure that each Flatowner holds whether by transfer or allotment in respect of his Flat one and only one share in the Company and that no person who is not a Flatowner holds any shares in the Company provided that for such period as G.M.S. Nominees Limited is the owner of any of the Flats the share allocated to such Flat may be held by G.M.S. Nominees Limited or as it may direct.
6. The maximum nominal amount of share capital which the Directors may allot or otherwise dispose of in accordance with Article 5 shall be the nominal amount of unissued shares at the date of adoption of these Articles of Association or such other amount as shall be authorised by the Company in general meeting.

7. The authority conferred on the Directors by Article 5 shall remain in force for a period of 5 years from the date of adoption of these Articles of Association and thereafter provided this authority is renewed from time to time by the Company in general meeting in accordance with S.80 Companies Act 1985.
8. The provisions of S.89(1) of the Companies Act 1985 shall not apply to the Company.
9. (A) Subject to the proviso contained in Article 5, a share shall be transferred and may only be transferred upon or immediately before a change in the ownership of the Flat in respect of which it is held and to the person becoming or about to become upon such change the owner of the Flat.
- (B) The price to be paid on the transfer of every share under this Article shall, unless the transferor and the transferee otherwise agree, be its nominal value.
- (C) If the holder of a share (or his legal personal representative) refuses or neglects to transfer it in accordance with Article 5 or Article 9, one of the Directors, duly nominated for that purpose by a resolution of the Board, shall be the Attorney of such holder, with the full power on his behalf and in his name to execute, complete and deliver a transfer of his share to the person or persons to whom the same ought to be transferred hereunder; and the Company may give a good discharge for the purchase money and enter the name of the transferee of the said share in the Register of Members as holder thereof.
- (D) If more than one person is jointly the Flatowner of a Flat those persons shall jointly hold the corresponding share in the Company but shall have only one vote in right of that share which shall be cast by the holder whose name first appears in the Register of Members.
10. If a Member shall die or be adjudged bankrupt, his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a Member of the Company, provided he or they shall for the time being be the Flatowner of the Flat formerly held by such deceased or bankrupt Member.
11. The Directors may only refuse to register any transfer of shares made in contravention of the foregoing provisions, and Clause 24 of Table A shall not apply to the Company.

#### GENERAL MEETINGS

12. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".
13. Regulation 46 of Table A shall be modified by substituting "any one member" for "at least two members" in sub-clause (b) and by omitting sub-clauses (c) and (d).

14. In the case of an equality of votes at any General Meeting of shareholders, the Chairman shall not be entitled to a second or casting vote.

#### DIRECTORS

15. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two and not more than the total number of Flats in the Block.
16. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend and speak at any General Meeting of the Company.
17. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company.
18. In the case of an equality of votes at any meeting of Directors the Chairman shall not have a second or casting vote.
19. 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 Clauses 94 and 95 of Table A shall be modified accordingly.
20. (i) Subject to the provisions of paragraph (ii) of this Article the Directors shall endeavour so to carry on the business and activities of the Company as to secure that taking one year with another the Company makes neither a profit nor a loss.
- (ii) The Directors may in their absolute discretion make provision for creating and setting aside a reasonable reserve fund for any general or particular purposes.
- (iii) The Directors shall ensure that no dividend or other distribution is paid or made upon or in respect of any share in the capital of the Company.

COMPANY NUMBER: 1811853

THE COMPANIES ACT 1985

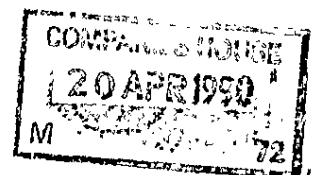
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES OF ASSOCIATION OF:

52 CLEVELAND SQUARE MANAGEMENT LIMITED

Incorporated the 27th day of April 1984

Reprinted April 1990 incorporating amended  
Memorandum of Association and new  
Articles of Association



THE COMPANIES ACT 1985

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A PRIVATE COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

52 CLEVELAND SQUARE MANAGEMENT LIMITED

1. The Name of the Company is "52 CLEVELAND SQUARE MANAGEMENT LIMITED"\*,
2. The registered office of the Company will be situate in England.
3. The Company's Objects are:-#
  - (A) (i) To undertake the management and administration of a block of flats (with curtilage) known as 52 Cleveland Square Bayswater London W2 and to provide such services for the tenants and residents thereof and to carry out such reconstruction, renewal, repairs, maintenance, or renovations thereto as may be necessary or desirable.
  - (ii) To manage and administer land, buildings, or other property, and to collect rents and income, and to supply to lessees, residents, tenants, occupiers and others, heating, lighting, cleaning, gas, water and electricity and other necessary services, attendants, messengers, gardens, conveniences, lifts, garages, and other advantages and amenities and to maintain the same and in connection therewith to engage and employ such servants, gardeners, and other persons either on its own account or as trustee or nominee or agent of any other company or person.
  - (iii) To purchase, take on lease, or in exchange, to hire or otherwise acquire and hold any estate or interest in the block of flats referred to in sub-clause (A)(i) above and any other lands, buildings, easements, rights, privileges, concessions and any real or personal property of any kind and to improve, develop, sell, lease, accept, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company therein or thereto
  - (iv) To insure any property of the Company or in which it has an interest against damage or destruction and such other risks as may be considered necessary, appropriate or desirable and to insure the Company against public liability and any other risks which it may consider prudent or desirable to insure against

\* Name changed from Highgate Management Limited on 9th April 1990.  
# As amended by Special Resolution passed on 16th March 1990.

- (v) To establish and maintain capital reserves, management funds and any form of sinking fund in order to pay or contribute towards all fees, costs and other expenses incurred in the implementation of the Company's objects and to require the Members of the Company to contribute towards such reserves or funds at such times, in such amounts and in such manner as the Company may think fit and to invest and deal in and with such moneys not immediately required in such manner as may from time to time be determined.
- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-clause (A) hereof,
- (C) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society,
- (D) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.
- (E) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertaking the Company is interested, whether directly or indirectly.
- (F) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person.
- (G) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.
- (H) To establish and maintain or procure the establishment and maintenance of any non-contributory pension or superannuation funds



for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (I) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (J) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (K) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (L) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (M) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the repayment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (N) To establish or promote or concur in establishing or promoting any

other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (O) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (Q) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (R) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (S) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (T) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (U) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £250 divided into 5 shares of £50 each.\*

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NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
Robert Sydney Waldron 8 Broadoaks Way Bromley Kent BR2 0VB Chartered Accountant	One
Robin Bernard Jacomb Gibbon Lodge Farmhouse Ardleigh Colchester CO7 7PG Chartered Surveyor	One

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Dated the 7th day of March 1984

Witness to the above Signatures:-

Name: Elizabeth Coyne

Address: Bracken Wood  
French Street  
Westerham  
Kent

Occupation: Secretary

\* As amended by Special Resolution passed on 16th March 1990.

THE COMPANIES ACT 1985

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A PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

52 CLEVELAND SQUARE MANAGEMENT LIMITED  
(Adopted by Special Resolution passed on 16th March 1990)

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby: that is to say, Clause 64 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.
2. The Company is a private company.

MEMBERSHIP

3. In this and the following Articles except where the context otherwise requires the following expressions shall have the following meanings namely:-

"long Lease"	shall mean a lease granted for a term of not less than 99 years.
"the Block"	shall mean the block of flats referred to in Clause 3(A)(1) of the Company's Memorandum of Association.
"Flat"	shall mean the person or persons for the time being entitled to a long lease of a Flat.

SHARES

4. Each of the shares of the Company shall be allocated to one of the Flats.
5. Within a reasonable period of time from adoption of these Articles of Association there shall be made such transfers of shares and allotments as will ensure that each Flatowner holds whether by transfer or allotment in respect of his Flat one and only one share in the Company and that no person who is not a Flatowner holds any shares in the Company provided that for such period as G.M.S. Nominees Limited is the owner of any of the Flats the share allocated to such Flat may be held by G.M.S. Nominees Limited or as it may direct.
6. The maximum nominal amount of share capital which the Directors may allot or otherwise dispose of in accordance with Article 5 shall be the nominal amount of unissued shares at the date of adoption of these Articles of Association or such other amount as shall be authorised by

the Company in general meeting.

7. The authority conferred on the Directors by Article 5 shall remain in force for a period of 5 years from the date of adoption of these Articles of Association and thereafter provided this authority is renewed from time to time by the Company in general meeting in accordance with S.80 Companies Act 1985.
8. The provisions of S.89(1) of the Companies Act 1985 shall not apply to the Company.
9.
  - (A) Subject to the proviso contained in Article 5, a share shall be transferred and may only be transferred upon or immediately before a change in the ownership of the Flat in respect of which it is held and to the person becoming or about to become upon such change the owner of the Flat.
  - (B) The price to be paid on the transfer of every share under this Article shall, unless the transferor and the transferee otherwise agree, be its nominal value.
  - (C) If the holder of a share (or his legal personal representative) refuses or neglects to transfer it in accordance with Article 5 or Article 9, one of the Directors, duly nominated for that purpose by a resolution of the Board, shall be the Attorney of such holder, with the full power on his behalf and in his name to execute, complete and deliver a transfer of his share to the person or persons to whom the same ought to be transferred hereunder; and the Company may give a good discharge for the purchase money and enter the name of the transferee of the said share in the Register of Members as holder thereof.
  - (D) If more than one person is jointly the Flatowner of a Flat those persons shall jointly hold the corresponding share in the Company but shall have only one vote in right of that share which shall be cast by the holder whose name first appears in the Register of Members.
10. If a Member shall die or be adjudged bankrupt, his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a Member of the Company, provided he or they shall for the time being be the Flatowner of the Flat formerly held by such deceased or bankrupt Member.
11. The Directors may only refuse to register any transfer of shares made in contravention of the foregoing provisions, and Clause 24 of Table A shall not apply to the Company.

#### GENERAL MEETINGS

12. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".
13. Regulation 46 of Table A shall be modified by substituting "any one member" for "at least two members" in sub-clause (b) and by omitting sub-clauses (c) and (d).

14. In the case of an equality of votes at any General Meeting of shareholders, the Chairman shall not be entitled to a second or casting vote.

#### DIRECTORS

15. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two and not more than the total number of Flats in the Block.
16. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend and speak at any General Meeting of the Company.
17. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company.
18. In the case of an equality of votes at any meeting of Directors the Chairman shall not have a second or casting vote.
19. 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 Clauses 94 and 95 of Table A shall be modified accordingly.
20. (i) Subject to the provisions of paragraph (ii) of this Article the Directors shall endeavour so to carry on the business and activities of the Company as to secure that taking one year with another the Company makes neither a profit nor a loss.
- (ii) The Directors may in their absolute discretion make provision for creating and setting aside a reasonable reserve fund for any general or particular purposes.
- (iii) The Directors shall ensure that no dividend or other distribution is paid or made upon or in respect of any share in the capital of the Company.

Company {

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

52 Cleveland Square Management Limited

Passed 11 October, 1990

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

32 Great James Street  
London WC1N 3UB

on the 11th day of October, 1990, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

It was resolved that the Company takes advantage of the powers contained in Section 252 of the Companies Act 1985 by declaring the Company exempt from obligation to appoint auditors, as otherwise required by section 384 of the Companies Act 1985.

Signature .....

To be signed by  
the Chairman,  
Director, or  
Secretary of the  
Company.

COMPANIES HOUSE  
24 NOV 1990

41

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscott Street, London SE1 5TS

COMPANY NUMBER: 1811853

THE COMPANIES ACT 1985

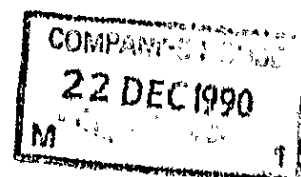
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES OF ASSOCIATION OF:

52 CLEVELAND SQUARE MANAGEMENT LIMITED

Incorporated the 27th day of April 1984

Reprinted April 1990 incorporating amended  
Memorandum of Association and new  
Articles of Association





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A PRIVATE COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

52 CLEVELAND SQUARE MANAGEMENT LIMITED

1. The Name of the Company is "52 CLEVELAND SQUARE MANAGEMENT LIMITED".
2. The registered office of the Company will be situate in England.
3. The Company's Objects are:-#
  - (A) (i) To undertake the management and administration of a block of flats (with curtilage) known as 52 Cleveland Square Baywater London W2 and to provide such services for the tenants and residents thereof and to carry out such reconstruction, renewal, repairs, maintenance, or renovations thereto as may be necessary or desirable.
  - (ii) To manage and administer land, buildings, or other property, and to collect rents and income, and to supply to lessees, residents, tenants, occupiers and others, heating, lighting, cleaning, gas, water and electricity and other necessary services, attendants, messengers, gardens, conveniences, lifts, garages, and other advantages and amenities and to maintain the same and in connection therewith to engage and employ such servants, gardeners, and other persons either on its own account or as trustee or nominee or agent of any other company or person.
  - (iii) To purchase, take on lease, or in exchange, to hire or otherwise acquire and hold any estate or interest in the block of flats referred to in sub-clause (A)(i) above and any other lands, buildings, easements, rights, privileges, concessions and any real or personal property of any kind and to improve, develop, sell, lease, accept, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company therein or thereto
  - (iv) To insure any property of the Company or in which it has an interest against damage or destruction and such other risks as may be considered necessary, appropriate or desirable and to insure the Company against public liability and any other risks which it may consider prudent or desirable to insure against

\* Name changed from Highgate Management Limited on 9th April 1990.

# As amended by Special Resolution passed on 16th March 1990.

- (v) To establish and maintain capital reserves, management funds and any form of sinking fund in order to pay or contribute towards all fees, costs and other expenses incurred in the implementation of the Company's objects and to require the Members of the Company to contribute towards such reserves or funds at such times, in such amounts and in such manner as the Company may think fit and to invest and deal in and with such moneys not immediately required in such manner as may from time to time be determined.
- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-clause (A) hereof.
- (C) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (D) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.
- (E) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertaking the Company is interested, whether directly or indirectly.
- (F) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person.
- (G) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.
- (H) To establish and maintain or procure the establishment and maintenance of any non-contributory pension or superannuation funds

for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (I) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (J) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (K) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (L) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (M) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the repayment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (N) To establish or promote or concur in establishing or promoting any

other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (O) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (Q) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (R) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (S) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (T) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (U) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £250 divided into 5 shares of £50 each.\*

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NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
---	---

---

Robert Sydney Waldron 8 Broadoaks Way Bromley Kent BR2 0VB	Chartered Accountant	One
---	----------------------	-----

Robin Bernard Jacomb Gibbon Lodge Farmhouse Ardleigh Colchester CO7 7PG	Chartered Surveyor	One
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Dated the 7th day of March 1984

Witness to the above Signatures:-

Name: Elizabeth Coyne

Address: Bracken Wood  
French Street  
Westerham  
Kent

Occupation: Secretary

\* As amended by Special Resolution passed on 16th March 1990.

THE COMPANIES ACT 1985

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A PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

52 CLEVELAND SQUARE MANAGEMENT LIMITED  
(Adopted by Special Resolution passed on 16th March 1990)

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby: that is to say, Clause 64 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.
2. The Company is a private company.

MEMBERSHIP

3. In this and the following Articles except where the context otherwise requires the following expressions shall have the following meanings namely:-

"long Lease"	shall mean a lease granted for a term of not less than 99 years.
"the Block"	shall mean the block of flats referred to in Clause 3(A)(i) of the Company's Memorandum of Association.
"Flat"	shall mean the person or persons for the time being entitled to a long lease of a Flat.

SHARES

4. Each of the shares of the Company shall be allocated to one of the Flats.
5. Within a reasonable period of time from adoption of these Articles of Association there shall be made such transfers of shares and allotments as will ensure that each Flatowner holds whether by transfer or allotment in respect of his Flat one and only one share in the Company and that no person who is not a Flatowner holds any shares in the Company provided that for such period as G.M.S. Nominees Limited is the owner of any of the Flats the share allocated to such Flat may be held by G.M.S. Nominees Limited or as it may direct.
6. The maximum nominal amount of share capital which the Directors may allot or otherwise dispose of in accordance with Article 5 shall be the nominal amount of unissued shares at the date of adoption of these Articles of Association or such other amount as shall be authorised by

the Company in general meeting.

7. The authority conferred on the Directors by Article 5 shall remain in force for a period of 5 years from the date of adoption of these Articles of Association and thereafter provided this authority is renewed from time to time by the Company in general meeting in accordance with S.80 Companies Act 1985.
8. The provisions of S.89(1) of the Companies Act 1985 shall not apply to the Company.
9. (A) Subject to the proviso contained in Article 5, a share shall be transferred and may only be transferred upon or immediately before a change in the ownership of the Flat in respect of which it is held and to the person becoming or about to become upon such change the owner of the Flat.  
(B) The price to be paid on the transfer of every share under this Article shall, unless the transferor and the transferee otherwise agree, be its nominal value.  
(C) If the holder of a share (or his legal personal representative) refuses or neglects to transfer it in accordance with Article 5 or Article 9, one of the Directors, duly nominated for that purpose by a resolution of the Board, shall be the Attorney of such holder, with the full power on his behalf and in his name to execute, complete and deliver a transfer of his share to the person or persons to whom the same ought to be transferred hereunder; and the Company may give a good discharge for the purchase money and enter the name of the transferee of the said share in the Register of Members as holder thereof.  
(D) If more than one person is jointly the Flatowner of a Flat those persons shall jointly hold the corresponding share in the Company but shall have only one vote in right of that share which shall be cast by the holder whose name first appears in the Register of Members.
10. If a Member shall die or be adjudged bankrupt, his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a Member of the Company, provided he or they shall for the time being be the Flatowner of the Flat formerly held by such deceased or bankrupt Member.
11. The Directors may only refuse to register any transfer of shares made in contravention of the foregoing provisions, and Clause 24 of Table A shall not apply to the Company.

#### GENERAL MEETINGS

12. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".
13. Regulation 46 of Table A shall be modified by substituting "any one member" for "at least two members" in sub-clause (b) and by omitting sub-clauses (c) and (d).

14. In the case of an equality of votes at any General Meeting of shareholders, the Chairman shall not be entitled to a second or casting vote.

#### DIRECTORS

15. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two and not more than the total number of Flats in the Block.
16. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend and speak at any General Meeting of the Company.
17. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company.
18. In the case of an equality of votes at any meeting of Directors the Chairman shall not have a second or casting vote.
19. 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 Clauses 94 and 95 of Table A shall be modified accordingly.
20. (i) Subject to the provisions of paragraph (ii) of this Article the Directors shall endeavour so to carry on the business and activities of the Company as to secure that taking one year with another the Company makes neither a profit nor a loss.
- (ii) The Directors may in their absolute discretion make provision for creating and setting aside a reasonable reserve fund for any general or particular purposes.
- (iii) The Directors shall ensure that no dividend or other distribution is paid or made upon or in respect of any share in the capital of the Company.



52 CLEVELAND SQUARE MANAGEMENT LIMITED  
(COMPANY NUMBER: 1811853)

WRITTEN RESOLUTION

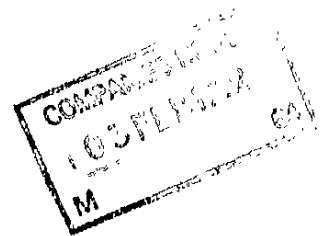
The following written resolution of all the Members of the Company who would be entitled to attend and vote at a general meeting was passed on the 30<sup>th</sup> day of January 1992

SPECIAL RESOLUTION

That notwithstanding the provisions of the Articles of Association GMS Estates Limited as vendors under a Share Purchase Agreement shall transfer one ordinary share to the purchasers under the aforesaid Agreement such share to be held jointly pursuant to the terms set out in a Declaration of Trust entered into by all the purchasers

.....*D. H. G. G. G.*.....  
(Chairman/Secretary)

Dated: 30<sup>th</sup> day of January 1992



981/SW/147880.033

We hereby certify this to be a true copy  
of the original.

.....*A. H. S. S. S.*.....  
BANKS STERN  
QUEEN'S HOUSE  
55/56 LINCOLN'S INN FIELDS  
LONDON WC2A 3ET

2025 3 3

29th January 1991

Dear Sirs,

In accordance with Section 390(1) of the Companies Act 1985, we hereby state that there are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully,

# Christy Vickers

We hereby certify this to be a true copy  
of the original.

.....*Sir Peter Stern*.....  
BINKS STERN  
QUEEN'S HOUSE  
55/56 LINCOLN'S INN FIELDS  
LONDON WC2A 3LT

COMMUNICATIONS SECTION  
FEB 10 1964  
M

RUSSELL S. STAFF HOUSE  
 1012B - 4TH ST. N.E.  
 OAKDALE, ALA. 36867  
 TEL: (205) 971-4700  
 TOLL FREE 1-800-451-4700  
 FAX: (205) 971-4700