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COMPANIES FORM No. 12

12**Statutory Declaration of compliance
with requirements on application
for registration of a company**

Pursuant to section 12(3) of the Companies Act 1985

Please do not write
in this margin

To the Registrar of Companies

For official use

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For official use

2015328

Please complete
legibly, preferably in
black type, or bold
block lettering.* Insert full name
of company.

Name of Company

* 44 LOWER OLDFIELD PARK (MANAGEMENT)
LIMITEDI, CHRISTOPHER ANDREW MACER
of 6 NORTHUMBERLAND BUILDINGS BATH, AVON,
BA1 2TE† Delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
~~person qualified as secretary or director of the company in the statement delivered to the Registrar~~
~~and that all the requirements of the above Act in respect of the registration of~~
the above company and of matters precedent and incidental to it 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 1935

Declared at Bath in the
County of Avonthe Seventh day of January
One thousand nine hundred and Eighty Six

Declarant to sign below



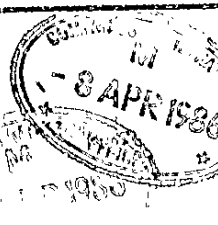
before me

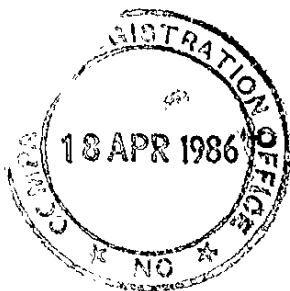
A Commissioner for Oaths

Solicitor

† Or Notary Public or
Justice of the Peace
or a solicitor having
powers conferred
on commissioners
for Oaths.Presenter's name, address and
reference (if any):For official use
New companies section

Post room





THE COMPANIES ACTS 1985

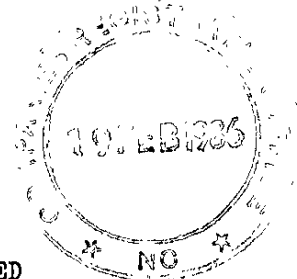
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

44 LOWER OLDFIELD PARK (MANAGEMENT) LIMITED

2015828



1. The Name of the Company is "44 Lower Oldfield Park (Management) Limited"
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - 3.1. To manage the property known as:
44 Lower Oldfield Park Bath Avon
 - 3.2. To enter into a Lease for each of the Flats forming part of the said property applicable to all of such Flats
 - 3.3. To supply certain services to and for the owners and occupiers from time to time of such Flats being such services as are mentioned in the said Lease
 - 3.4. To borrow or raise or secure the payment of money in such manner as the Company shall think fit
 - 3.5. To acquire any leasehold or freehold property and in particular 44 Lower Oldfield Park Bath Avon
 - 3.6. To do such other things as are incidental or conducive to the attainment of the above objects or as are calculated to enhance the value and beneficial advantage of the said property and the Flats therein

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The income and property whatsoever and wheresoever derived of the Company shall be applied solely towards the promotion of the objects of the Company as herein set forth and no part thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Company but so that nothing herein contained shall prevent the payment in good faith of remuneration to any director officer or servant of the Company or to any member of the Company in return for services rendered to the Company

W. King Lee



*Woyas
ESO
360892*

5. The liability of the Members is limited

6. The share capital of the Company is £100 divided into one hundred shares of £1 each

WE, the several persons whose Names, Addresses and Descriptions are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
DAVID SIDNEY WRIGHT Ground Floor Flat 44 Lower Oldfield Park BATH <i>* DSW Wright.</i>	ONE SHARE
TERRANCE EDWIN HONEY Ground Floor Flat 44 Lower Oldfield Park BATH <i>* T E H Honey.</i>	ONE SHARE

Dated the 6th day of January 1986

Witness to the above Signatures:-

Witney King and Lee
(Solicitor)
Bath.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

OF

44 LOWER OLDFIELD PARK (MANAGEMENT) LIMITED

1. The Company shall as soon as convenient enter into the Leases referred to in clause 3.2. of the Memorandum of Association with such modification (if any) as the Directors may approved.
2. The regulations contained in Part II hereof shall apply to the Company and in the case of any inconsistency between the said Regulations and any Regulations otherwise applicable to the Company, the Regulations contained in Part II hereof shall during the said period prevail; provided that in no case shall such Regulations operate in such a way that the Company ceases to be a private company.
3. Subject to regulation 2 hereof the regulations contained in Part III hereof shall at all times apply to the Company.
4. Subject to Regulations 2 and 3 hereof the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (Being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby.

PART II

1. In this Part except where the context otherwise requires:-
 - (a) "The Leases" or "the Lease" means the Lease or Leases referred to in Clause 3.2. of the Memorandum of Association
 - (b) The expression "The Flats" has the meaning assigned to it in the Lease or Leases referred to in Clause 3.2 of the Memorandum of Association.
2. The first sentence of Regulation 24 of Table A shall not apply
3.
 - (1) One Share and One Share only shall be issued to each Subscriber
 - (2) (a) Share shall only be issued to a Purchaser of the of one of the Flats.
4.
 - (a) Subject to Regulation 3 hereof a share shall be transferred and may only be transferred upon or immediately before a change in the ownership of that one of the Flats in respect of which it is

held and to the person becoming or about to become upon such change the owner of such Flat.

(b) The price to be paid upon the transfer of the share shall in default of agreement between the transferor and transferee be its nominal value.

(c) If the holder of a share refuse or neglects to transfer it in accordance with this regulation the Chairman for the time being of the Directors or failing him one of the Directors duly nominated by resolution of the Board for that purpose shall forthwith be deemed to be duly appointed attorney of that holder with full power in his name and on his behalf to execute, complete, and deliver, a transfer of his share to the person to whom it shall be transferred hereunder and the Company may receive and give good discharge for the purchase money and enter the name of the transferee in the register of members as the holder by transfer of the said share.

5. If more than one person is jointly the owner of one of the Flats such persons shall jointly hold the corresponding share in the Company but shall have only one vote in respect of such share whether as Members or Directors which shall be cast by the holder whose name first appears in the register of members.

6. Regulations 73 to 76 (inclusive) of Table A shall not apply. The first Director of the Company shall be the first named Subscriber hereto. Once Leases of all Flats have been granted all the members of the Company for the time being shall be its Directors. Provided that a member being a body corporate shall not be a Director but shall appoint a natural person to be a Director and from time to time remove such person and appoint another person in his place.

7. The members of the Company shall from time to time and whenever called upon so to do by the Directors of the Company contribute equally to all losses and expenses incurred by the Company under the said Leases or under any document dealing with the ownership of any of the Flats to which it is a part or (without prejudice to the generality of the foregoing) otherwise in relation to the said property.

8. 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 outgoing or as security for any debt, liability or obligations of the Company or any third part.

9. (1) Subject to the provisions of paragraph (2) of this Regulation 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 profit nor a loss.

(2) The Directors may in their absolute discretion make provisions for creating and setting aside a reasonable reserve fund for any general or particular purpose

(3) 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

PART III

1. In Regulation 1 of Table A, the words "and in any Article adopting the same" shall be inserted immediately after the word "regulations" where it first occurs.

2. In Regulation 8 of Table A, the word ("not being a fully paid share") shall be omitted.

3. In Regulation 23 of Table A, the words "of deed" shall be inserted immediately after the words "in any usual form"

4. Regulation 40 of Table A shall be read and construed as if the words "at the time when the meeting proceeds to business" were added after the words "unless a quorum is present".

5. Regulation 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."

6. In sub-clause (b) of Regulation 46 of Table A, for the words "at least two members" there shall be substituted the words "any member" and sub-clauses (c) and (d) of the said regulations shall not apply.

7. (a) Unless and until the Company by Ordinary resolution in General Meeting shall otherwise determine, there shall be no maximum number of Directors but the minimum number of Directors need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A and clause 89 in Table A shall be modified accordingly

(b) Regulations 82 to 83 of Table A shall not apply.

(c) Only a member of the Company shall be eligible for appointment as a Director

8. Regulation 94 to 97 (inclusive) of Table A shall not apply. Any Director or any company or firm of which a Director is a member may enter into contracts with the Company and any Director may vote as a Director or Shareholder in respect of such contract and retain for his own use profits made by him under any such contract and in this respect his vote shall be counted and he shall be taken into account in determining whether a quorum is present at any meeting considering such a contract.

9. The Office of a Director shall be vacated if he becomes ill or injured so as to become unable to manage or administer his property and affairs and clause 81 of Table A shall be modified accordingly

10. Regulation 65 of Table A shall not apply. Only in the case of Special Business need the Notice calling a General Meeting specify the General nature of the business to be dealt with at such meeting.

11. Regulations 87 in Table A shall not apply.

12. In so far as Section 310 of the Companies Act 1985 allows, every officer of the Company shall be indemnified out of the assets of the Company against losses or liabilities that officer may sustain or incur through the proper execution of the duties of his office, including, civil or criminal proceedings (in which he obtains judgement in his favour or is acquitted or under an application under Section 144 of 727 of the Companies Act 1985).

13. Regulation 188 of Table A shall not apply.

14. Regulations 102 - 108 (inclusive) and Regulation 110 of Table A shall not apply

15. The Chairman of any Meeting of the Company or of the Board of Directors or of a Committee of Directors shall not be entitled to a second or casting vote, and in the case of an equality of votes upon any proposition, the Meeting shall be adjourned and the matter shall be referred within 14 days together with any written representation from members to the decision of an Umpire to be mutually agreed upon by the persons voting in favour of the proposition and the persons voting against the proposition or, if they cannot agree upon a single Umpire, to the decision of an Umpire appointed by the President for the time being of the Royal Institute of Chartered Surveyors who in giving his decision will be deemed to be acting as an expert and not as an Arbitrator, and upon any such decision being communicated to the Company the same shall be submitted for ratification at the adjourned Meeting any vote then cast against the ratification of such decision shall not be counted; and Regulations 50 and 88 of Table A shall be modified accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

DAVID SIDNEY WRIGHT
Ground Floor Flat
44 Lower Oldfield Park
BATH

D. Wright

TERRANCE EDWIN HONEY
Ground Floor Flatent
44 Lower Oldfield Park
BATH

T. Honey

Dated the *10th* day of *January* 1986

Witness to the above signatures:

Richard Bandy
Antidotal Clerk
With *Kyril* and *Lee* (Sabbatar)
Bath.

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 margin

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

* delete if
inappropriate

To the Registrar of Companies

For official use

2015828

Name of Company

44 LOWER OLDFIELD PARK (MANAGEMENT)

Limited*

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

44 LOWER OLDFIELD PARK
BATH, AVON

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

Number of continuation sheets attached (see note 1)

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

WITNEY KING AND LEE
SOLICITORS,
6, NORTHUMBERLAND
BUILDINGS
QUEEN SQUARE
BATH.



Printed and supplied by
Jordan & Sons Limited Company Formation and Information Services, Stationers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE Telephone 01-253 3030 Telex 261010

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General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (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 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. 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) DAVID SIDNEY WRIGHT	Business occupation ROYAL NAVAL OFFICER
Previous name(s) (note 3)	Nationality BRITISH
Address (note 4) Garden Floor Flat, 44 Oldfield Park, Bath	Date of birth (where applicable) (note 6) 28-9-1948
Other directorships † NIL	
I hereby consent to act as director of the company named on page 1	
Signature [Signature]	Date 6 October 1985

Name (note 3) Terrance Edwin Honey	Business occupation H.G.V. DRIVER
Previous name(s) (note 3)	Nationality BRITISH
Address (note 4) Ground Floor Flat, 44 Lower Oldfield Park, Bath	Date of birth (where applicable) (note 6) 14.7.46
Other directorships † NIL	
I hereby consent to act as director of the company named on page 1	
Signature [Signature]	Date 6 Oct. 1985

Name (note 3) GAYE SHERIDON SAWYER	Business occupation Secretary
Previous name(s) (note 3)	Nationality British
Address (note 4) First Floor Flat, 44 Lower Oldfield Park, Bath.	Date of birth (where applicable) (note 6) 18-1-53
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature [Signature]	Date 14-11-85

by her attorney (C.M.)

Please do not
write in this
binding margin



Important
The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1973 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

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

Name (notes 3 & 7) <u>DAVID SIDNEY WRIGHT</u>	
Previous name(s) (note 3) <u>—</u>	
Address (notes 4 & 7) <u>GARDEN FLAT</u> <u>44 LOWER OLDFIELD PARK, BATH AVON</u> <u>BA 2 3HP</u>	
I hereby consent to act as secretary of the company named on page 1	
Signature <u><i>D. Wright</i></u>	Date <u>28 October 1985</u>

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

* as required by
section 21(3) of
the Companies
Act 1976

† delete as
appropriate

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

Signature *D. Wright* [Subscriber] [Agent]† Date 6/1/1986

Signature *T. Honey* [Subscriber] [Agent]† Date 6/1/1986

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2015829

I hereby certify that

44 LOWER OLDFIELD PARK (MANAGEMENT) LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

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

30TH APRIL 1986

M. Moss
MRS. M. MOSS

an authorised officer

COMPANIES HOUSE

If you need to contact us regarding
this notice, please quote reference

THE DIRECTORS
44 LOWER OLDFIELD PARK (MANAGEMENT) LIMITED
44 LOWER OLDFIELD PARK
BATH
AVON
BA2 3HP

DEF6/ 02015828

Date: 1 OCTOBER 1991

COMPANIES ACT 1985 (Section 652)

The REGISTRAR OF COMPANIES gives NOTICE
that, unless cause is shown to the contrary,
at the expiration of 3 months from the
above date the name of

44 LOWER OLDFIELD PARK (MANAGEMENT) LIMITED

will be struck off the register and
the company will be dissolved.

COMPANIES HOUSE
CARDIFF
CF4 3UZ

Tel: Cardiff (0222) 380209

805

FILE COPY

dti

Companies House is an executive agency within the Department of Trade and Industry

HD602

STRIKING OFF ACTION SUSPENDED

02015828 44 LOWER OLDFIELD PARK (MANAGEMENT) LIMITED

Action under Section 652 of the Companies Act 1985 has been temporarily suspended as an objection to the striking-off has been received by the Registrar.

When the action is re-started a further DEF 6 will be placed on this file and at the same time a notice will be published in the London Gazette

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DORMANT COMPANY RESOLUTION

Company No 2015828

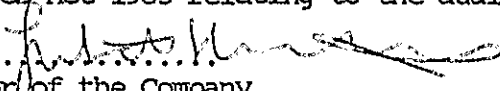
THE COMPANIES ACT 1985 SECTION 250

SPECIAL RESOLUTION OF

44 LOWER OLDFIELD PARK (MANAGEMENT) LIMITED

AT A GENERAL MEETING OF THE ABOVE NAMED COMPANY, HELD ON THE
DAY OF 11th May 1992 THE FOLLOWING SPECIAL RESOLUTION WAS DULY
PASSED:-

The Accounts of the Company for the financial year ending 31st March 1989
having been laid before the Company at the meeting, and the Company having
qualified as small in that year and having been dormant since the end of it
resolves to make itself exempt from the provisions of Part VII of the
Companies Act 1985 relating to the audit of accounts.

SIGNED 
Director of the Company

Date..11th May..1992