

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

For official use

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

Name of Company

* 18 CAMDEN CRESCENT (BATH) LIMITED

I, GEORGE MICHAEL LESLIE SWIFTof WITHY KING & LEE SOLICITORS5 & 6 NORTHUMBERLAND BUILDINGS QUEEN SQUAREBATH BA1 2JE AVON

do solemnly and sincerely declare that I am a Solicitor engaged in the formation of the company†
 (person named as secretary or director of the company in the statement delivered to the Registrar
 under section 10(2))† 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 1835

Declared at Bath Ave.

Declarant to sign below

the 11th day of FebruaryOne thousand nine hundred and ninety onebefore me J. R. L. Coward

A Commissioner for Oaths‡

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

For official use

New companies section

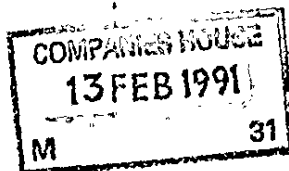
NC 25 FEB 1991
 15 FEB 1991
 COMPANIES HOUSE

COMPANIES HOUSE

Post room 20 FEB 1991

COMPANIES HOUSE
 13 FEB 1991
 31

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



10

This form should be completed by 20 FEB 1991
M 11

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

Company name (in full)

CN

2587 276

For official use

A

18 CAMDEN CRESCENT (BATH) LIMITED

Registered office of the company on incorporation.

NO 14 WIDCOMBE CRESCENT

WIDCOMBE HILL

Pos BATH

County/R AVON

Pos BA2 6AH

If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'X' in the box opposite and give the agent's name and address.

X

N WITHY KING & LEE SOLICITORS

RA 5 & 6 NORTHUMBERLAND BUILDINGS QUEEN SQUARE

Pos BATH

County/R AVON

Pos BA1 2JE

Number of continuation sheets attached

1

To whom should Companies House direct any enquiries about the information shown in this form?

WITHY KING & LEE SOLICITORS

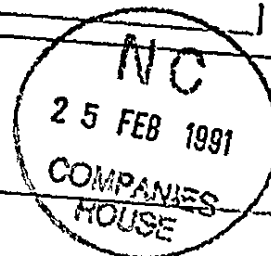
5 & 6 NORTHUMBERLAND BUILDINGS QUEEN SQUARE

BATH AVON

Telephone (0225) 42573

Postcode BA1 2JE

Extension ref: MS/ELS



Companies 10

PhotoForms, Second Floor,
27 Crimscoot Street, London SE1 5TS

A four-page form issued in October 1990

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS MRS
SARAH BRIDGET
CROFT
14 WIDCOMBE CRESCENT
WIDCOMBE HILL
Post n BATH
County/R n AVON
Post n BA2 6AH Country ENGLAND
I consent act as secretary of the company named on page 1

Signed**Date**

7/2/91

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD MR
PETER KEITH
MOORE
14 WIDCOMBE CRESCENT
WIDCOMBE HILL
Post n BATH
County/R n AVON
Post n BA2 6AH Country ENGLAND
DO 014 0647 Nationality **NA** BRITISH
OC
OD WATCHRISE LIMITED
VECTAPIKE LIMITED (Continued on attached sheet)
I consent act as director of the company named on page 1

Signed**Date**

7/2/91

OTHER DIRECTORSHIPS OF MR PETER KEITH MOORE (CONTINUED)

WATCHPIKE LIMITED

PEACELANDS LIMITED

37 BATHWICK STREET (BATH) LIMITED

12 BEAUFORT EAST (BATH) LIMITED

27 BROCK STREET (BATH) LIMITED

6 CAVENDISH PLACE FLAT MAINTENANCE LIMITED

11 GROSVENOR PLACE (BATH) LIMITED

15 GROSVENOR PLACE (BATH) LIMITED

21 GROSVENOR PLACE (BATH) LIMITED

21/22 HENRIETTA STREET (BATH) LIMITED

4 JOHNSTONE STREET (BATH) LIMITED

4 PARK STREET (BATH) LIMITED

15 RIVERS STREET (BATH) LIMITED

32 RIVERS STREET (BATH) LIMITED

11 WIDCOMBE CRESCENT (BATH) LIMITED

12 WIDCOMBE CRESCENT (BATH) LIMITED

13 WIDCOMBE CRESCENT (BATH) LIMITED

2 WINIFREDS DALE (BATH) LIMITED

P. K. Moore
2/1/79

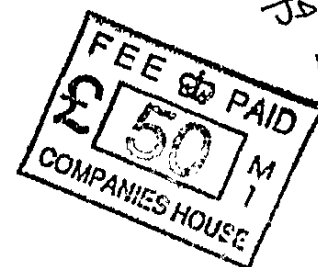
Date _____

G10 - AGENT'S PAGE

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JS.
1/3.

THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
18 CAMDEN CRESCENT (BATH) LIMITED

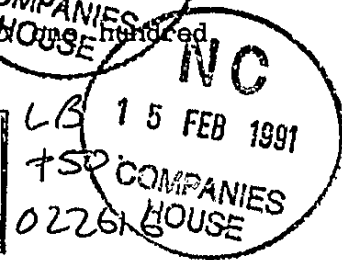
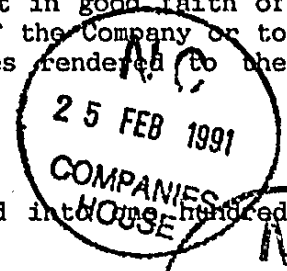
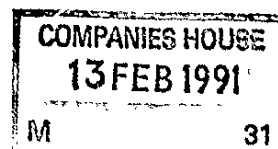
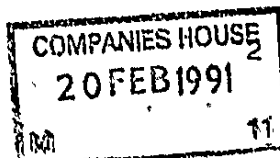


- 1 The Name of the Company is 18 Camden Crescent (Bath) Limited
- 2 The Registered Office of the Company will be situate in England and Wales
- 3 The Objects for which the Company is established are:
 - 3.1 To manage the property known as: 18 Camden Crescent Bath Avon
 - 3.2 To enter into a Lease for 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 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
- 5 The liability of the Members is limited
- 6 The share capital of the Company is £100 divided into hundred shares of £1 each.


MS/NJ/LN/camden.mem
Ed. 6 February 1991



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

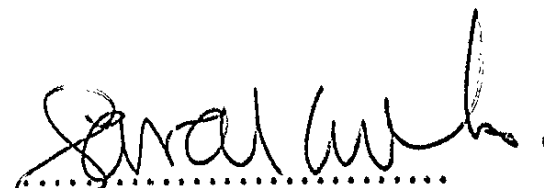
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber



.....
PETER KEITH MOORE
14 Widcombe Crescent
Bath
BA2 6AH

ONE

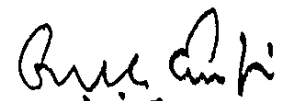


.....
SARAH BRIDGET CROFT
14 Widcombe Crescent
Bath
BA2 6AH

ONE

Dated the 26 of February 1991

Witness to the above Signatures:



.....
GEORGE MICHAEL LESLIE SWIFT
5 & 6 Northumberland Buildings
Queen Square
Bath
BA1 2JE

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

18 CAMDEN CRESCENT (BATH) 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 approve
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 or incorporated in Table A of the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles herein contained shall be the Regulations of the Company

PART II

1. In this Part except where the context otherwise requires:
 - 1.1. "The Leases" or "The Lease" means the Lease or Leases referred to in Clause 3.2 of the Memorandum of Association
 - 1.2. 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. Regulation 24 of Table A shall not apply
3.
 - 3.1. The Company shall be formed on the basis that until all the Flats have been sold the share capital shall be divided into Ninety Nine "A" Shares and One "B" Share. Upon the sale of the last of the Flats all the Shares shall be "A" Shares pursuant to Sub-Article (3.4) hereof
 - 3.2. One Share and one Share only shall be issued to each Subscriber

One Subscriber shall subscribe for one "A" Share and the other Subscriber shall subscribe for one "B" Share

- 3.3. Apart from the first "A" Share issued to the Subscriber therefor, an "A" Share shall only be issued to a Purchaser of one of the Flats
- 3.4. Upon completion of the grant of a Lease of the last of the Flats to be sold the "B" shareholder shall execute and deliver a transfer in registerable form of the "B" Share to the Purchaser of such Flat whereupon the "B" Share shall ipso facto become an "A" Share and rank pari passu with the other "A" Shares
- 3.5. Until the subscriber for the "B" Share shall deliver a transfer of the "B" Share in accordance with Sub-Articles (3.4) hereof the "A" Shares shall be subject to the restriction that they shall not carry voting rights but shall in all other respects rank pari passu with the "B" Share
- 3.6. Until a transfer of the "B" Share shall be delivered to a transferee pursuant to Sub-Articles (3.4) hereof the holder of the "B" Share shall constitute a quorum required to transact business at any general meeting and thereafter the quorum shall be two members of the Company present in person or by proxy
4.
 - 4.1. Subject to Article 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
 - 4.2. 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
 - 4.3. If the holder of a share refuses 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. The provisions of Table A as to appointment, rotation and removal of Directors 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 whenever called upon so to do by the Directors of the Company contribute to all losses and expenses incurred by the Company in strict proportion to their liability to contribute to the same under the said Leases or under any document dealing with the ownership of any of the Flats 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 of any third party
9.
 - 9.1. Subject to the provisions of paragraph (9.2) 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
 - 9.2. The Directors may in their absolute discretion make provisions for creating and setting aside a reasonable reserve fund for any general or particular purpose
 - 9.3. 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

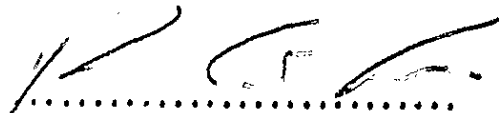
1. In Regulation 1 of Table A, the words "and in any Article adopting the same" shall be inserted immediately after the word "regulations" where it first occurs
2. In Regulation 8 of Table A, the words "not being a fully paid share" shall be omitted
3. In Regulation 18 of Table A, after the word "accrued" shall be inserted "and requiring payment of any expenses incurred by the Company as a result of the non-payment of the call"
4. In Regulation 22 of Table A for the words "instrument in writing" there shall be substituted the word "deed"
5. Regulation 24 of Table A shall not apply and the Company's Regulations relating to share transfer are contained in Part II hereof
6. In Regulation 30 of Table A the sentence commencing "All the articles consequent upon the death or bankruptcy of a member shall be such that


ownership of the shares in the company held by that member vests in the person or persons who hold the leasehold title to the flat to which the shares relate. The Directors shall have no right to refuse the registration of a member who is entitled to an interest in a lease of any of the said flats"

7. In Regulation 31 of Table A the words "except that he shall not" to "shares in the company" shall be deleted and replaced by "and shall be registered forthwith by the Directors as a member if he so requests (in accordance with Regulation 30 of Table A as amended hereby. A Personal Representative or Trustee in Bankruptcy of a shareholder may note once registered as a member of the company"
8. Regulation 40 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"
9. 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"
10. In Regulation 64 of Table A after the words "member present in person" shall be inserted the words "or by proxy"
11. In Regulation 64 of Table A the final sentence thereof shall be read as if it ended with the words "save that after the transfer of the two Subscriber Shares there shall be a minimum of one Director for each flat of which there is a Lease for the time being in force"
12. Regulations 73 to 79 of Table A shall not apply hereto
13. Regulation 81 of Table A shall not apply hereto and the appointment and retirement of Directors shall be strictly in accordance with the changes of ownership of the said flats and the terms hereof
14. Regulation 89 of Table A shall not apply hereto, and the quorum for meetings of Directors shall be one
15. The provisions of Regulations 94 to 97 of Table A shall not apply hereto and shall be replaced by "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"
16. Regulations 102 to 108 of Table A and Regulation 110 of Table A shall not apply hereto
17. Regulation 118 of Table A shall not apply hereto and shall be replaced by "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 loss or liabilities which 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 or Section 727 of the Companies Act 1985

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


.....
PETER KEITH MOORE
14 Widcombe Crescent
Bath
BA2 6AH


.....
SARAH BRIDGET CROFT
14 Widcombe Crescent
Bath
BA2 6AH


Dated the

25

of

February 1991,

Witness to the above Signatures:


.....
GEORGE MICHAEL LESLIE SWIFT
5 & 6 Northumberland Buildings
Queen Square
Bath
BA1 2JE

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2587776

I hereby certify that

18 CAMDEN CRESCENT (BATH) 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 1 MARCH 1991

A. M. Evans.
A. M. EVANS

an authorised officer