

G

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

12

Please do not
write in
this margin

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

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

To the Registrar of Companies

For official use

For official use

[] [] [] []

[]

Name of company

* SOUTHBROOK COTTAGES MANAGEMENT
LIMITED

I, SIMON CHARLES BOURGE signing on behalf of BOURSE SECURITIES LIMITED
of 181 NEWFOUNDLAND ROAD
BRISTOL
BS2 9LU

* insert full
name of Company

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary 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 181 NEWFOUNDLAND ROAD
BRISTOL
BS2 9LU

Declarant to sign below

the THIRD day of JUNE
One thousand nine hundred and NINETY ONE
before me Agnes

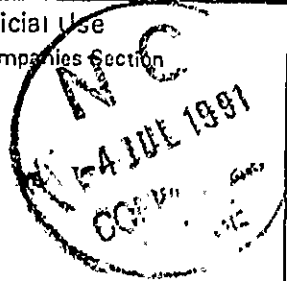
Simon Charles Bourge

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

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

BOURSE COMPANY SERVICES
181 NEWFOUNDLAND ROAD
BRISTOL BS2 9LU

For official use
New Companies Section



Post room



COMPANIES HOUSE

10

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

This form should be completed in black.

Company name (in full)

CN 02628410

For official use ☐

SOUTHBROOK COTTAGES
MANAGEMENT LIMITED

Registered office of the company on
incorporation.

RO SOUTHBROOK

BAYFORD,

Post town

NR. WINCANTON

County/Region

SOMERSET

Postcode

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.

☐

Name BOURSE COMPANY SERVICES LIMITED

RA

181 NEWFOUNDLAND ROAD

Post town BRISTOL

County/Region AVON

Postcode BS2 9LU

Number of continuation sheets attached

☐

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

BOURSE COMPANY SERVICES LIMITED

181 NEWFOUNDLAND ROAD

BRISTOL

Postcode BS2 9LU

Telephone

0272 351415

Extension

Company Secretary (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

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

CS

BRISTOL LEGAL SERVICES LIMITED

AD

181 NEWFOUNDLAND ROAD

Post town

BRISTOL

County/Region

AVON

Postcode

BS2 9LU

Country

ENGLAND

I consent to act as secretary of the company named on page 1

Signed

Banks

Date

3/6/91

CD

BOURSE SECURITIES LIMITED

AD

181 NEWFOUNDLAND ROAD

Post town

BRISTOL

County/Region

AVON

Postcode

BS2 9LU

Country

ENGLAND

DO

Nationality

NA

OC

LAW AGENTS

OD

I consent to act as director of the company named on page 1

Signed

SCB

Date

3/6/91

Directors (continued)

(Section 15)

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

AD

Post town

County/Region

Postcode

Country

DO

Nationality

NA

OC

OD

I consent to act as director of the company named on page 1

Signed

Date

Delete if the form
is signed by the
subscribers.

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signature of agent on behalf of all subscribers

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

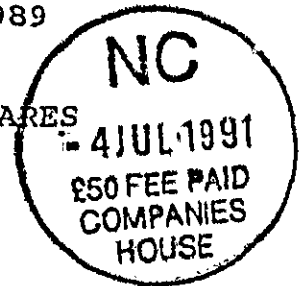
THE COMPANIES ACTS 1985 AND 1989

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

SOUTHBROOK COTTAGES MANAGEMENT LIMITED



02628411

1. The Name of the Company is "SOUTHBROOK COTTAGES MANAGEMENT LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (a) (i) To acquire any leasehold or freehold property and in particular the property known as Southbrook, Bayford, Nr. Wincanton, Somerset (hereinafter called "the Estate") and to hold the same as an investment for the benefit of the Members of the Company (hereinafter called "the dwellingholders").
 - (ii) To manage and administer the Estate and any other land, buildings, and real property either on its own account or as trustee, nominee or agent of any other company or person, to provide services in relation thereto, to collect rents and income, pay the rates, taxes and all other outgoings, keep the Estate insured and pay all premiums payable in respect thereof and to employ appropriate staff and managing or other agents.
 - (iii) To grant or acquire such leases, licences, easements, rights, privileges and profits and to enter into such deeds containing such covenants, provisions and conditions as may be requisite to secure to the dwellingholders the full enjoyment of the residential units comprised in the Estate and to provide for the maintenance of the Estate.
 - (iv) To maintain, decorate, repair, construct, alter and improve any apartments, flats, service suites, houses, buildings and garages and to enter into contracts with builders, tenants and others and to finance building operations and to consolidate, connect and subdivide properties.

140 MB P3 14159

- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be conveniently carried on in connection with or ancillary to any of the businesses of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To construct, improve, manage, develop, repair, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant, rights, options, licences and privileges in respect of, and in any other manner deal with all or any part of the property and rights of the Company.
- (e) To invest and deal with the moneys of the Company not immediately required for the purposes of the business or businesses of the Company in such manner as may from time to time be determined by the Directors of the Company and to hold or otherwise deal with any investments made or any securities held.
- (f) To lend and advance money or give credit to any company, firm or person on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary company as defined by section 736 of the Companies Act 1985 or otherwise connected with the Company in business.
- (g) To draw, make, accept, endorse, negotiate, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, debentures, and other negotiable or transferable instruments.
- (h) To borrow or raise money or arrange for the payment of money in any manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's real and personal property and assets, present or future, including its uncalled capital, and also to issue by way of mortgage charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (i) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same.
- (j) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for any other purpose which may seem

calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (k) To enter into any arrangement with any government or authority that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
- (l) To give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants.
- (m) To distribute among the Members of the Company in specie any property of the Company of whatever nature, or any proceeds of sale or dispersal of any property of the Company.
- (n) To do all or any of the above things or matters herein set out in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise.
- (o) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

And it is hereby declared that save as otherwise expressly provided, each of the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires, be in any way limited by reference to any other sub-clause or by the name of the Company, and that the provisions of each sub-clause shall save as aforesaid be carried out in as full and ample a manner and construed in as wide a sense as if each of the sub-clauses defined the objects of a separate and distinct company.

- 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 £10 divided into 10 shares of £1 each.

We, the Subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum; and we agree to take the Number of Shares shown opposite our respective names.

Names and addresses of Subscribers	Number of shares taken by each Subscriber
------------------------------------	--

BOURSE SECURITIES LIMITED
181 NEWFOUNDLAND ROAD
BRISTOL
BS2 9LU

SCR

ONE

BRISTOL LEGAL SERVICES LIMITED
181 NEWFOUNDLAND ROAD
BRISTOL
BS2 9LU

By M's

ONE

Total Shares taken

TWO

Dated this 3rd day of June 1991

Witness to the above signatures:-

MELINA ASHLEY BOURGE
181 NEWFOUNDLAND ROAD
BRISTOL
BS2 9LU

MMA Bow 8-

THE COMPANIES ACTS 1985 AND 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SOUTHBROOK COTTAGES MANAGEMENT LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Companies (Table A to F) Regulations 1985 (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 3, 24 and 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 and accordingly no offer shall be made to the public (whether for cash or otherwise) of any Shares in or Debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any Shares in or Debentures of the Company with a view to all or any of those Shares or Debentures being offered for sale to the public.

MEMBERSHIP

3. In this and the following Articles:-

"Dwelling" means a flat or maisonette, messuage or Dwellinghouse comprised in any property for the time being managed by the Company pursuant to Sub-Clause (a) of Clause 3 of the Memorandum of Association.

"Dwellingholder" means the person or persons to whom the Lease of a Dwelling has been granted or assigned, or who are the owners in fee simple of a Dwelling; and so that, whenever two or more persons are for that time being joint Dwellingholders of any one Dwelling, they shall for all the purposes of these Articles be deemed to constitute one Dwellingholder.

4. (a) The Shares of the Company shall only be allotted or transferred to a person firm or company who shall comply with any such regulations and any conditions of admission to membership of the Company as the Company in General Meeting may from time to time deem it necessary to impose.

(b) Subject to Sub-Article (a) hereof the Shares shall be under the control of the Directors and the Directors may allot,

grant options over, or otherwise deal with or dispose of any securities (as defined by Section 80 (2) of the Act) of the Company to the Dwellingholders and generally on such terms and in such manner as they think fit.

(c) The general authority conferred by Sub-Article (b) hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the incorporation of the Company unless revoked or renewed by the Company in General Meeting.

(d) The Directors shall be entitled under the general authority conferred by Sub-Article (b) hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Subject to the provisions of Part V of the Act the Company may:-

- (a) issue any Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
- (b) purchase its own Shares (including any redeemable Shares);
- (c) make a payment in respect of the redemption or purchase under Section 159 or (as the case may be) Section 162 of the Act of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares.

6. (a) If any Dwellingholder parts with his interest in the Dwelling held by him, or if his interest therein for any reason ceases and determines, he or, in the event of his death, his legal personal representative shall transfer his Share in the Company to the person or persons becoming Dwellingholder of the said Dwelling in his place.

(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.

7. If a Member 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 Dwellingholder Dwellingholder of the Dwelling formerly held by such deceased or bankrupt Member.

8. The Directors may refuse to register any transfer of Shares and shall so refuse in the case of any transfer made in contravention of the foregoing provisions.

GENERAL MEETINGS

9. 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".

VOTING RIGHTS

10. Until such time as all the shares in the company are issued, and not thereafter, the recipients of the subscriber shares, being a body corporate or solicitor acting on behalf of the same, shall have such rights as if a dwellingholder, and on a vote at any general meeting of the company shall be entitled to ten votes per share held and clause 54 of Table A shall be modified accordingly. Upon the issuance of all the shares in the company each and every share shall be entitled to one vote per share held.

DIRECTORS

11. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as the number of Directors. 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.

12. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 10 of the Act. If the instrument of appointment of a Director so provides, he shall be a Permanent Director and not subject to retirement by rotation; and Clauses 73 to 77 (inclusive) of Table A shall not apply to any permanent Director.

13. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.

14. 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.

15. 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 94 of Table A shall be modified accordingly.

16. Any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of

seventy years or any other age.

EXPENSES

17. The Members shall from time to time, and whenever called upon by the Company so to do, contribute equally, or in such proportions as the directors may determine, to all expenses and losses which the Company shall properly incur on their behalf, and in respect of which they are not otherwise bound to contribute in their capacity as Members.

Names and addresses of Subscribers

BOURSE SECURITIES LIMITED
181 NEWFOUNDLAND ROAD
BRISTOL
BS2 9LU

SEB

BRISTOL LEGAL SERVICES LIMITED
181 NEWFOUNDLAND ROAD
BRISTOL
BS2 9LU

Byatt

Dated this 3rd day of June 1991

Witness to the above signatures:-

MELINA ASHLEY BOURGE
181 NEWFOUNDLAND ROAD
BRISTOL
BS2 9LU

MVA Bourge

FILE COPY



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

No. 2628410

I hereby certify that

SOUTHBROOK COTTAGES 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 11 JULY 1991

F. A. Joseph.

F. A. JOSEPH

an authorised officer



COMPANIES FORM No 224

224

Notice of accounting reference date
(to be delivered within 9 months of
incorporation)

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

2628410

Name of company

Southbrook Cottages Management Limited

of company

gives notice that the 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:

Important

The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

1 1 0 1

5 April

Day Month

0 5 0 4

30 June

Day Month

3 0 0 6

31 December

Day Month

3 1 1 2

+ Insert

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

Signed

D. F. Ferrand

Designation + Secretary

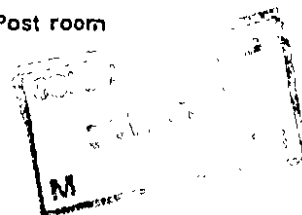
Date 30.3.1992

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

D.F. Ferrand
14 Cromwell Crescent
London SW5 9QW

For official use
D.E.B.

Post room



COMPANIES HOUSE

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

THE DIRECTORS
SOUTHBROOK COTTAGES MANAGEMENT LIMITED
14 CROMWELL CRESCENT
LONDON
SW5 9QW

ARD 1/ 02628410

Date: 28 FEBRUARY 1992

~~COMPANIES ACT 1989~~
(as amended by Companies Act 1989)

This company has until 11/ 4/92 to specify an accounting
reference date. This may be done on the form 224 overleaf.

Should it not do so, the accounting reference date will
be 31/07 and the first accounts will cover the period
11/ 7/91 to 31/ 7/92

COMPANIES HOUSE
CARDIFF
CF4 3UZ

Tel: Cardiff (0222) 380061

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

HR102A