

# 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  
(Address overleaf)

For official use

For official use

Name of company

\* BLACKHAM COURT LIMITED

\* insert full  
name of Company

I, MICHAEL JOHN QUILTER

of BLACKHAM COURT, WITHYHAM, HARTFIELD,  
EAST SUSSEX

† 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 Thorp House  
18-20 London Rd  
Tunbridge Wells Kent  
the 24<sup>th</sup> day of May

Declarant to sign below

One thousand nine hundred and ninety six  
before me Simon Cister

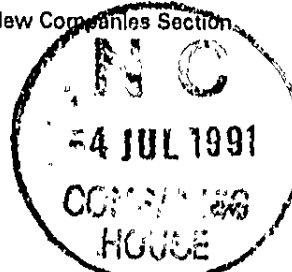
M. S. Quilter

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



RECEIVED  
TUNBRIDGE WELLS  
24 JUL 1991



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

2636470

For official use

D

BLACKHAM COURT LIMITED

Registered office of the company on  
incorporation.

RO

BLACKHAM COURT

WITHYHAM

Post town

HARTFIELD

County/Region

EAST SUSSEX

Postcode

TN7 4DB

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.

☐

RA

Name

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

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

PLAN COMPANY REGISTRATIONS  
CENTRAL STATION

TUNBRIDGE WELLS

Postcode TN11 8T

Telephone 0892 541418

Extension

**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**

|  |   |
|--|---|
| <b>CS</b>  | MICHAEL JOHN<br>QUILTER   |
| <b>AD</b>  | BLACKHAM COURT<br>WITTHAM<br>Post town HARTFIELD<br>County/Region EAST SUSSEX<br>Postcode TN7 4DB Country |
| I consent to act as secretary of the company named on page 1 |   |
| Signed   | M.S. Quilter Date 24.5.91   |

**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**

|   |   |
|---|---|
| <b>CD</b>   | MICHAEL PATRICK<br>ELLES-MILL   |
| <b>AD</b>   | BULLY'S HOUSE<br>GLENMORE ROAD<br>Post town CROWBOROUGH<br>County/Region SUSSEX<br>Postcode TN6 1TW Country |
| <b>DO</b>   | 16 02 33  |
| <b>OC</b>   | Chartered Accountant  |
| <b>OD</b>   | SWARMIX SYSTEMS LTD KELSEY HOMES LTD.   |
| I consent to act as director of the company named on page 1 |   |
| Signed  | Date 24.5.91  |

**Directors (continued)**

(See notes 1 &amp; 2)

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**

SUSAN JACQUELINE  
ROWLAND

**AD**

BLACKHAM COURT

WITNEY HAM

Post town HARTFIELD

County/Region EAST SUSSEX

Postcode TN7 4DB || Country

**DO**

16 | 16 | 49 |

Nationality **NA** BRITISH**OC**

Physiotherapist

**OD**

Attractions Ltd

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

Signed

Date 24.5.91

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers Date

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.

Signed

Date 24.5.91

Signed

Date 24.5.91

Signed

Date 24.5.91

Signed

Date

Signed

Date

Signed

Date

Directors (continued)  
(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.

Date of birth  
Business occupation  
Other directorships

\* Voluntary details

Consent signature

|   |   |              |
|---|---|--------------|
| CD  | MICHAEL JOHN<br>QUILTER   |              |
| AD  | BLACKHAM COURT<br>WITHY HAM<br>Post town HARTFIELD<br>County/Region EAST SUSSEX<br>Postcode TN7 4DB Country<br>DO 211146 Nationality NA BRITISH<br>OC FARMER AND PROPERTY DEVELOPER<br>OD ATTRACTIONS LTD |              |
| I consent to act as director of the company named on page 1 |   |              |
| Signed  | M. S. Quilter   | Date 24.5.91 |

Delete if the form  
is signed by the  
subscribers.

|   |      |
|---|------|
| Signature of agent on behalf of all subscribers | Date |
|---|------|

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

the subscribers  
at sign either  
nally or by a  
n or persons  
ed to sign

|        |      |
|--------|------|
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |

THE COMPANIES ACT 1985

-----  
COMPANY LIMITED BY SHARES  
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M E M O R A N D U M     O F     A S S O C I A T I O N  
of

BLACKHAM COURT LIMITED

1. The name of the Company is "BLACKHAM COURT LIMITED".
2. The registered office of the company will be situate in England.
3. The objects for which the company is established are:-
  - (A) To acquire by purchase lease concession grant licence or otherwise such lands buildings leases underleases rights privileges stocks shares debentures debenture stock bonds obligations or securities of any government state or authority or of any public or private company (corporate or unincorporate) policies of assurance and such other property and rights and interests in property as the Company shall deem fit and to hold and manage the same and to deal or traffic in lands buildings leases underleases rights privileges stocks shares debentures debenture stock bonds obligations securities policies of life assurance and other of its property or assets; to negotiate and enter into contracts for the maintenance repair and upkeep of garages houses flats maisonettes and other buildings or structures; to lay out provide services for manage administer and maintain in good order gardens amenity areas recreation grounds garage areas entrances parking spaces roads access ways footpaths and oth facilities.
  - (B) To carry on business as property developers estate agents and surveyors and to manage develop sell let on lease or otherwise turn to account land and buildings and any rights and privileges connected therewith; to maintain repair regulate manage administer and act as advisors managers agents contractors and sub- contractors to tenants of land and buildings; to carry on business as building contractors and sub-contractors property managers in connection with (but not limiting the generality hereof) of a conference centre and facilities; to carry on business as rent collectors debt collectors insurance agents financiers financial agents and business advisors; to carry on the business of farming in all its branches; to carry on business as general traders.



£50 | NW | P | 000124

- (C) To carry on any business or trade whatsoever which can, in the opinion of the Directors of the Company, be advantageously or conveniently carried on by the Company, by way of extension of or in connection with any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (D) To buy, sell, manufacture, manipulate and deal in (whether wholesale or retail) all commodities, articles and things necessary or useful for carrying on any of the above businesses, or usually dealt in by persons engaged therein, or which can be conveniently dealt in by the Company in connection with any of its objects.
- (E) To purchase, take on lease or exchange, hire or otherwise acquire, houses, offices, workshops, buildings and premises, land or any other property whatsoever whether real or personal or any interest therein, and any fixed and moveable plant, machinery or equipment, including tools, patterns and stock-in-trade, convenient to be used in or about the businesses of the Company or any of them and to act in the capacity of Estate Agents and to buy, sell, let on lease and otherwise negotiate transactions concerning land, buildings and chattels relating thereto, whether as agents or principals.
- (F) To purchase or otherwise acquire all or any part of the business or assets of any person, firm, or company, carrying on or formed to carry on any business which the Company is authorised to carry on or possessed of property suitable to the purposes of the Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (G) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Directors of the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other Company.
- (H) To enter into any arrangements with any governments or authorities supreme, municipal, local or otherwise, international agencies, societies, corporations and authorities that may seem conducive to the business of the Directors of the Company and to obtain from any such government or authority any rights, privileges and concessions which the Directors of the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (I) To promote or assist in the promotion of any Company having objects similar to or complimentary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company.
- (J) To erect, construct, alter and maintain buildings, plant, erections and works, whether on the property of the Company or not.
- (K) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid shares, or by the issue of securities, or partly in one mode and partly in another and generally on such terms as may be determined by the Directors.

- (L) To invest the money of the Company in any manner that the Company may think fit.
- (M) To receive money or securities of any kind on deposit and to lend and advance money or securities of any kind or give credit to such persons and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons.
- (N) To borrow or raise money and to secure the repayment of any money borrowed, by mortgage, charge or lien, upon the whole or any part of the company's property or assets (whether present or future) including its uncalled capital, and also to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (O) To draw, accept, endorse, discount and execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments.
- (P) To remunerate in any manner any person, firm or company rendering services to this Company and to take out and maintain a policy of insurance or assurance on the life of any person in whom the Company has an insurable interest.
- (Q) To pay all or any expenses incurred in connection with the incorporation of the Company or to contract with any person, firm or company to pay the same and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.
- (R) To procure the Company to be registered or recognised in any colony or dependency and in any foreign or associated country or place.
- (S) To apply for, register, purchase or by other means acquire and protect, prolong and renew, exploit and sell, whether in the United Kingdom or elsewhere, any patents, patent rights, copyrights, translation rights, brevets d'invention, licences, performing rights and any other rights connected with artistic, musical, dramatic, literary and graphic works, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture or grant licences and privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (T) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complimentary to the business of the Company or any part thereof or to amalgamate with any such Company, firm or person.
- (U) To undertake and execute any trusts the undertaking of which may seem to the Directors of the Company desirable.



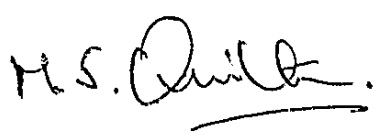
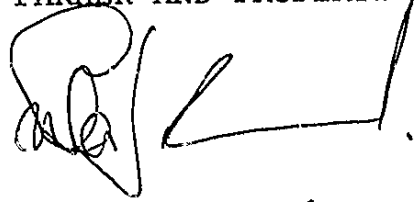
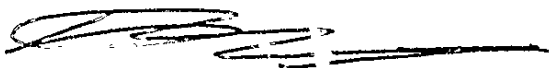
- (V) To establish and support and aid in the Establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company or the dependants or the connections of such persons and to grant pensions or allowances to any such persons, and to assist any charitable or benevolent object.
- (W) To grant bonuses and gratuities to employees or ex-employees of the Company or the dependants of such persons and to support or subscribe to any institutions, clubs, societies or funds.
- (X) To do whatever may be necessary or expedient to procure the company to be registered or incorporated as a body politic or corporate or otherwise to establish for the Company a legal domicile or representation and to enable the affairs and operations of the Company to be effectively carried on in any part of the world.
- (Y) To distribute all or any of the assets of the Company in specie (or otherwise) between the members of the Company.
- (Z) To do all or any other acts and things which in the opinion of the Directors of the Company may be conducive or incidental to the objects of the Company.
- (AA) To guarantee, support, or secure, whether 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 repayment or payments of the principal and premium of and interest on any securities or obligations of any company which is for the time being the Company's holding company (as defined by section 736 of the Companies Act 1985) or another subsidiary (as defined by the said section) of the Company's holding Company or otherwise associated with the Company in business.
- (AB) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise and either alone or in conjunction with others and by or through agents, sub-contractors, trustees or otherwise.

All of the foregoing objects shall be read and construed as separate, independent and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the company.

4. The liability of the members is limited.

5. The initial share capital of the company is £100 divided into 100 shares of £1 each. The shares of the Company whether part of the original or any increased capital of the Company, may be issued with any special, qualified, preferred or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company.

WE, the several persons whose names and addresses 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 AND ADDRESSES OF SUBSCRIBERS  | Number of Shares taken taken by each |
|---|--------------------------------------|
| <br>MICHAEL JOHN QUILTER<br>BLACKHAM COURT<br>WITHYHAM<br>HARTFIELD EAST SUSSEX<br><br>FARMER AND PROPERTY DEVELOPER<br> | 72 (Seventy-two)                     |
| SUSAN JAQUELINE ROWLAND<br>BLACKHAM COURT<br>WITHYHAM<br>HARTFIELD EAST SUSSEX<br><br>PHYSIOTHERAPIST   | 25 (Twenty-five)                     |
| <br>MICHAEL PATRICK ELLES-HILL<br>OCKLYE HOUSE<br>GLENMORE ROAD<br>CROWBOROUGH EAST SUSSEX<br><br>CHARTERED ACCOUNTANT   | 3 (Three)                            |

DATED 24.5.91

Witness to the above signatures :

Name : DAVID S. CHRISTMAS

Address : THE STABLES, ASHURST PLACE, LANGTON GREEN.

Occupation: ARCHITECT

THE COMPANIES ACT 1985

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES of ASSOCIATION

of

*BLACKHAM COURT LIMITED*

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the company save insofar as they are excluded or varied hereby. The Regulations of Table A numbered 3, 24, 30, 31, 35, 46, 48, 64, 65, 66, 67, 73, 74, 75, 80, 81, 82, 88, 89, 90, 94, 95, 96, 97, 101 and 117 shall not apply to the Company but the Articles hereinafter contained and the remaining Regulations of Table A as so varied shall constitute the Articles of Association of the Company.

INTERPRETATION

2. The provisions as to the interpretation of Table A contained in Regulation 1 thereof shall apply to the interpretation of these Articles as they apply to the interpretation of Table A. References to the Companies Act 1985 (hereafter referred to as: The Act), the Insolvency Act 1986, the Mental Health Act 1983, the Mental Health (Scotland) Act 1960 and the Company Directors Disqualification Act 1986 includes any statutory modification or re-enactment thereof for the time being in force.

PRIVATE COMPANY

3. The Company is a private company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58 (3), 59 and 60 of the Act shall apply for the purposes of this Article as they apply for the purposes of the Act.

SHARE CAPITAL

4. The share capital of the Company is £100 divided into 100 shares of £1 each.

5. All unissued shares of the Company whether forming part of the original or of any increased capital shall be under the control of the directors who may, subject to section(s) 80 (89(1) and 90(1) to (6) inclusive)) of the Act allot, grant options over, offer or otherwise deal with or dispose of them to such persons, including any directors of the Company, at such times and on such terms and conditions as they shall think proper.

6. The directors are hereby authorised generally and unconditionally subject to (sections 89 (1) and 90 (1) to (6) (inclusive) of the Act) to allot relevant securities as defined in section 80 of the Act up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation and the directors may after that period allot relevant securities as so defined under this authority in pursuance of an offer or agreement made by the Company within that period.

7. Subject to the provisions of the Act the Company may:-

- (a) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder provided that the terms on which and the manner in which such redeemable shares shall or may be redeemed shall be specified by Special Resolution before the issue 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 and the relevant power (a) or (b) above, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by section 171 of the Act.

#### TRANSFER OF SHARES

8. Any share may be transferred:-

- (a) by a member to any other member; or
- (b) by a member to any parent, parent-in-law, spouse, son, daughter, grandson, granddaughter, or other issue, brother, sister, nephew, niece, brother-in-law, sister-in-law, son-in-law, daughter-in-law, grandson-in-law or granddaughter-in-law.

9. Any share of a deceased member may be transferred by his personal representatives to any parent, parent-in-law, son, daughter, grandson, granddaughter, or other issue, brother, sister, nephew, niece, brother-in-law, sister-in-law, son-in-law, daughter-in-law, grandson-in-law or granddaughter-in-law, widow or widower of such deceased member.

10. Any share standing in the names of the trustees of the will of any deceased member may upon any change of trustees of such will be transferred to the trustees for the time being of such will.

11.(1) Save where any transfer is made pursuant to Articles 9, 10 and 11 hereof any member who desires to sell or transfer any shares or any beneficial interest in any share (hereinafter called "the vendor") shall give to the Company notice in writing (hereinafter called a "transfer notice") stating the class and number of shares including any interest therein which he desires to sell or transfer.

(2) The receipt by the Company of a transfer notice shall constitute the Company the vendor's agent for the sale of the share or shares specified therein (hereinafter called "the said shares") in one or more lots at the discretion of the directors to the members other than the vendor at a price to be agreed upon by the vendor and the directors or, in case of difference, at the price which the Company's Auditors for the time being shall in writing certify to be in their opinion the fair value thereof as between a willing seller and a willing buyer. In so certifying the Auditors shall be deemed to act as experts and not as arbitrators and their decision shall be final and binding. The transfer notice may contain a provision that unless all the said shares are sold by the Company pursuant to this Article none shall be sold and any such provision shall be binding upon the Company.

(3) If the Auditors are asked to certify the fair value as aforesaid their certificate shall be delivered to the Company and so soon as the Company receives the certificate it shall furnish a certified copy thereof to the vendor and the vendor shall be entitled by notice in writing given to the Company within ten days of the service upon him of the said certified copy to cancel the Company's authority to sell the said shares. The cost of obtaining the Auditors' certificate shall be borne by the Company unless the vendor shall give a notice of cancellation as aforesaid in which case he shall bear the cost.

(4) Upon the price being fixed as aforesaid and provided the vendor shall not give notice of cancellation as aforesaid the Company shall forthwith by notice in writing inform each member other than the vendor of the number and price of the said shares and invite each such member to apply in writing to the Company within twenty-one days of the date of despatch of such notice (which date shall be specified therein) for such a maximum number of the shares (being all or any thereof) as he shall specify in such application.

(5) If the said members shall within the said period of twenty-one days apply for all or (except when the transfer notice provides otherwise) any of the said shares, the Company shall allocate the said shares (or so many of them as shall be applied for as aforesaid) first, to and amongst the applicants who are registered or unconditionally entitled to be registered in respect of shares of the same class (and in case of competition pro rata according to the number of shares of such class of which they are registered or unconditionally entitled to be registered as holders) and secondly (if any of the said shares shall remain after such applicants have been satisfied in full) to and amongst the remaining applicants (and in case of competition pro rata according to the number of shares in the Company in respect of which they are registered or unconditionally entitled to be registered as holders) provided that no applicant shall be obliged to take more than the maximum number of shares specified by him as aforesaid.

(6) As soon as the directors have determined in accordance with (5) above who is to purchase the said shares or some of them and the number of shares to be transferred to each purchaser they shall forthwith give notice (hereinafter called "the allocation notice") to the vendor stating the names of the transferees, the number of shares to be transferred to each of them and giving directions as to the transfer thereof.

(7) The vendor shall be bound upon receipt of the allocation notice and upon tender of the purchase consideration to execute transfers of the numbers of shares comprised in the allocation notice and to deliver any or each such transfer and the relevant certificate for the shares therein comprised in accordance with the directions therein and if he shall fail to do so within twenty-eight days of the service of the allocation notice upon him the Chairman of the Company or some other person appointed by the directors shall be deemed to have been appointed attorney of the vendor with full power to execute, complete and deliver, on behalf of the vendor, transfers of the shares to the purchasers thereof against payment of the price to the Company and the purchasers shall be deemed to have obtained a good quittance for such payment and on execution and delivery of the transfer the purchaser shall be entitled, subject to Regulation 8 of Table A and Articles 14 and 15 hereof, to insist upon his name being entered in the Register of Members as the holder by transfer of the shares. The Company shall forthwith pay the price into a separate bank account in the Company's name and shall hold such price in trust for the vendor.

(8) Any notice to be given under this Article shall be sent through the post by registered or recorded delivery pre-paid post to the registered address of the member on whom it is served. Such notice shall be deemed to have been served on the third day (not being a Saturday, Sunday or public holiday) following the day of posting.

12. Save where any transmission is made pursuant to Article 10 a person becoming entitled to any share in consequence of the death or bankruptcy of a member shall elect either to become the holder thereof or to have some person nominated by him registered as the transferee thereof and shall give notice to the Company of such election. Article 12 shall apply as if such notice were a transfer notice and as if the person becoming so entitled in consequence of such death or bankruptcy were a member desiring to sell or transfer any share or any beneficial interest in any share.

13. Subject to Articles 9, 10, 11, 12 and 13, the directors may in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, whether or not it is a fully paid share.

#### LIEN

14. The lien conferred by Regulation 8 or Table A shall also attach to fully paid shares and to all shares whether fully paid or not registered in the name of any person whether he be the sole registered holder thereof or shall be one of several joint holder. Regulation 8 of Table A shall be varied accordingly.

#### PROCEEDINGS AT GENERAL MEETINGS

15. If the quorum prescribed by Regulation 40 of Table A is not present within half an hour from the time appointed for the meeting the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the directors may determine. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting one person entitled under Regulation 40 of Table A to be counted in the quorum present at the meeting shall be a quorum. Regulation 40 of Table A shall be varied accordingly.

16.(1) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded.

(2) A poll may be demanded:-

(a) by the chairman; or

(b) by any member present in person or by proxy having the right to attend and vote at the meeting; or

(c) by a duly authorised representative of a corporation.

(3) The demand for a poll may (before the poll is taken) be withdrawn.

(4) A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made.

17. A resolution in writing executed pursuant to Regulation 53 of Table A and which is expressed to be a special resolution or an extraordinary resolution shall have effect accordingly.

#### VOTES OF MEMBERS

18(1) The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:-

(a) be deposited at the office or such other place within the United Kingdom and at such time as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting; or

(b) notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument or proxy sent out by the Company in relation to the meeting, be deposited with the Chairman thirty minutes before the commencement of the meeting or adjourned meeting and an instrument of proxy which is not deposited or delivered in a manner so permitted will be invalid.

Regulation 62 of Table A shall be varied accordingly.

- (2) Deposit of an instrument of proxy shall not preclude any member from attending and voting at the meeting or at any adjournment thereof.

#### NUMBER OF DIRECTORS

19. Until the Company in general meeting shall otherwise determine the number of directors (other than alternate directors) shall not be more than nine but 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 and Table A.

20. The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under Section 10 (2) of the Act.

21. It shall not be necessary for a Director to hold a qualification share.

#### ALTERNATE DIRECTORS

22. Any director (other than an alternate director) who is unable to attend any meeting of the directors may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director during such inability and may remove from office an alternate director so appointed by him. An alternate director need not be a member of the Company.

23. An alternate director shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of directors of which his appointor is a member and to attend and vote at any such meeting at which the director appointing him is unable to attend. An alternate director shall be entitled only to such remuneration as shall be agreed between himself and his appointor and the remuneration of his appointor shall be reduced by the amount of the alternate director's remuneration and shall not exceed the remuneration which his appointor would have received had he not appointed the alternate director.

24. An alternate director shall cease to be a director if his appointor ceases to be a director.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

25. The directors shall not be required to retire by rotation and Regulations 76, 77, 78, 79 and 84 of Table A shall be varied accordingly.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

26. The office of a director shall be vacated if:

- (a) by notice in writing to the Company he resigns the office of director; or



- (b) he becomes bankrupt or enters into any composition in satisfaction of his debts or any scheme of arrangement with his creditors;
- (c) he ceases to be a director by virtue of any provision of the Act or by reason of any order made under the Company Directors Disqualification Act 1986; or
- (d) he is, or may be, suffering from mental disorder and either:-
  - (i) he is admitted to the hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs.

#### REMUNERATION OF DIRECTORS

27. The remuneration of the directors shall, subject to any agreement with the Company and unless otherwise determined by ordinary resolution, be determined by the directors and shall be deemed to accrue from day to day.

#### PROCEEDINGS OF DIRECTORS

28. A director may, and the secretary on the requisition of a director shall, summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom except he be so absent for not more than four weeks and shall have informed the secretary before such an absence of the dates of his intended departure and intended return or except if he be absent from the United Kingdom on the Company's business. Questions arising at any meeting of the directors shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

29. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two, except that when only one director is in office the quorum shall be one. A person who holds office only as an alternate director shall in the absence of his appointor be counted in the quorum.

30. A director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company and if he shall vote on any such resolution his vote shall be counted and he shall (whether

or not he shall vote on the same) be counted in the quorum present at such meeting. For the purposes of this Article an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Company) connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of an alternate director without prejudice to any interest which the alternate director has otherwise.

31. The directors may by resolution exercise the powers of the Company to make provision for the persons formerly employed by the Company or by any of its subsidiaries in accordance with section 719 of the Act.

#### SECRETARY

32. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under section 10(2) of the Act.

#### THE SEAL

33. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two directors unless there shall be only one director when it shall be signed by that director or his alternate and the secretary.

#### WINDING UP

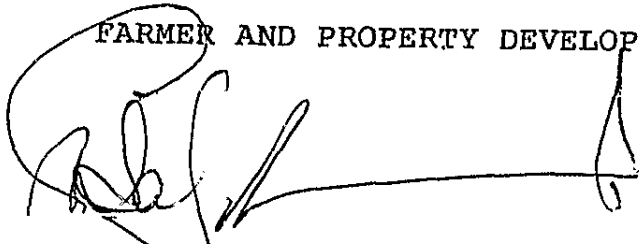
34. If the Company is wound up the liquidator may, with the sanction of an ordinary resolution of the Company and any other sanction required by the Insolvency Act 1986, distribute all or any of the assets in specie or in kind among the members and may, for that purpose, value any assets and determine how the distribution shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets of the Company in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability. Any member who did not vote in favour of any such ordinary resolution shall have the same right of dissent and ancillary rights as if such resolution were a special resolution passed pursuant to section 110 of the Insolvency Act 1986.

NAMES AND ADDRESSES OF SUBSCRIBERS

M. J. Quilter

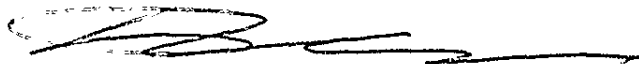
MICHAEL JOHN QUILTER  
BLACKLAM COURT  
WITHYHAM  
HARTFIELD EAST SUSSEX

FARMER AND PROPERTY DEVELOPER



SUSAN JAQUELINE ROWLAND  
BLACKHAM COURT  
WITHYHAM  
HARTFIELD EAST SUSSEX

PHYSIOTHERAPIST

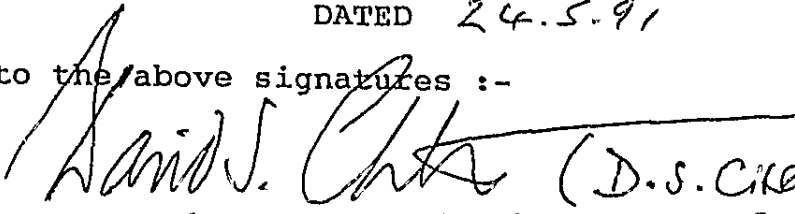


MICHAEL PATRICK ELLES-HILL  
OCKLYE HOUSE  
GLENMORE ROAD  
CROWBOROUGH EAST SUSSEX

CHARTERED ACCOUNTANT

DATED 24.5.91

Witness to the above signatures :-

Name :  (D. J. CHITMAS)  
Address : THE STABLES, ASHurst Park, LANGTON GREEN  
Occupation : ARCHITECT.

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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Memorandum

—AND—

Articles of Association

—OF—

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PLAN COMPANY REGISTRATIONS LTD.  
CENTRAL STATION TUNBRIDGE WELLS  
KENT TN11 1BT TEL 01424 61879

**FILE COPY**



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

No. 2636470

I hereby certify that

**BLACKHAM COURT 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 9 AUGUST 1991

*M. Rose*  
M. ROSE

an authorised officer

**G**

COMPANIES FORM No. 224

**Notice of accounting reference date  
(to be delivered within 9 months of  
incorporation)****224**Please do not  
write in  
this marginPursuant to section 224 of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf)

Company number

2636470

Name of company

\* BLACKHAM COURT LIMITED

\* insert full name  
of companygives 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

3 0 0 9

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

M.S. Quilley

Designation† DIRECTOR

Date 22.11.91

Presenter's name address  
telephone number and reference (if any):SPAIN BROTHERS & CO  
16 LONSDALE GARDENS  
TUNBRIDGE WELLS  
KENT  
15/RAW/AT 1/3For official use  
D.E.B.

Post room

- 7 DEC 1991  
MA 88

**J27**

**COMPANY LIMITED BY SHARES**

Company Number

[COPY]

2636470

**ordinary resolution(s)**

of BLACKHAM COURT

..... Limited

Passed the 31<sup>ST</sup> day of OCTOBER 1991

At an Extraordinary General Meeting of the members of the above-named company, duly

convened and held at BLACKHAM COURT FARM, LITHYHAM, HARTFORD

EAST SURREY

on the 31<sup>ST</sup> day of OCTOBER 1991

the following ORDINARY RESOLUTION(s) was/were duly passed:—

IT WAS RESOLVED THAT THE AUTHORISED  
SHARE CAPITAL OF THE COMPANY BE INCREASED  
TO £100,000

PRINTED AND SUPPLIED BY

**Jordans**

JORDAN & SONS LIMITED  
BIRMINGHAM  
BRIDGEMAN ROAD  
BIRMINGHAM B1 1 300  
TELEPHONE 0121 300 3000  
TELEX 261610



M. S. Quirk

( DIRECTOR )

**NOTES:**

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

**G**

COMPANIES FORM No. 123

**Notice of Increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

|  |  |  |  |
|--|--|--|--|
|  |  |  |  |
|--|--|--|--|

|         |
|---------|
| 2636470 |
|---------|

Name of company

|                          |
|--------------------------|
| * BLACKHAM COURT LIMITED |
|--------------------------|

\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 31<sup>ST</sup> OCTOBER 1991 the nominal capital of the company has been  
increased by £ 99,900 beyond the registered capital of £ 100

§ the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

Please tick here if  
continued overleaf

|  |
|--|
|  |
|--|

† delete as  
appropriateSigned H.S. White[Director][Secretary]† Date 31/10/91Presenter's name address and  
reference (if any):

SPAIN BROTHERS & Co  
16 LONSDALE GARDENS  
TUNBRIDGE WELLS  
KENT TN11NU  
15/RPW/ATT1/3

For official Use  
General Section

Post room