

## NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICE RECORD

Companies House regrets that the microfiche record for this company contain some documents which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

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





## Statutory Declaration of compliance with requirements on applications for registration of a company



Please do not

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

this margin		,		
Please complete legibly, preferably in black type, or pold block lettering	To the Registrar of Companies  Name of company		For official use	For official use
insert full name of Company	* 2 BURDON TER		MITED.	
		ON BEHAL.	······································	NOUNCE
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 Macana Union which Declarate to sign below			
	the	Public or Justice of		Rous -
	Presentor's name address and reference (if any):	For official Use New Companies Section	n Post	t room

JIM LOWE & COMPANY Princes Building 7 Queen Street Newcastle upon Tyne 

Printed and supplied by	
CHA108	Statement of first directors and
This form should be completed in black.	secretary and intended situation of registered office
	CN 2728536 For official use A
Company name (in full)	2 BURDON TERRACE LIMITED.
•	
Registered office of the company on incorporation.	RO 2 BURDON TEXRACE
	FESMOND
	Post town DELICATTUE WON 14NE
	County/Region 74NE - WEAR
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.	Postcode NES 3 A E
	NameJIM LOWE AND COMPANY
	RA 10 REGIORY TERRACE JIM LOW E & COMPANY
	-GOSFORTH- Princes Building
	Post toy/n NEWCASTLE UPON TYNE Newcastle upon Tyne
	County/Ragion NE1 3XL. 091 213 0772
	Postcode NED DOS
Number of continuation sheets attached  To whom should Companies House	[2]

Mr J LOWE

Telephone

091 213 0772

Postcode

Extension

JST10

direct any enquiries about the

information shown in this form?

Page 1

Company Secretary (See notes 1 - 5)		
Name *Style/Title	cs MAS.	
Forenames	ROTEMBRY ANN	
Surname	RASJON	
*Honours etc		
Previous forenames		
Previous surname		
Address	AD	
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	2-Burdon Terra a  Post town New cashe	
Consent signature	Postcode NEL 3AG Country RUGLAND I consent to act as secretary of the company named on page 1  Signed Date 21,5.9 L	
Joint Company Secretary (See notes 1 - 5)	•	
Name *Style/Title	cs N/A	
Forenames	N/A	
Surname	JL_NOMI(SE TWO LIMITED	
*Honours etc	N/A	
Previous forenames of	N/A.	لـــا
Previous surname	N/A	لـــ
Address STFF CEC CO. LOSS 1278	AD 10 RECTORY TERRACE	
Usual residential address must be given.	GOSFORTH	لـــا
In the case of a corporation, give the registered or principal office address.	Post town NEWCASTLE UPON TYNE	الـــ
	County/Region	لــا
	Postcode NE3 1XY Country ENGLAND  I consent to act as secretary of the company named on page 1	لــا
Consent signature	Signed Signatory Date 21.5.92	

*		
Directors	(See notes 1 - 5)	
	tors in alphabetical order.	CD MR
Name '	*Style/Title	
	Forenames	STEPHEN
	Surname	FONES
	*Honours etc	
	Previous forenames	
	Previous surname	
Address		AN FLAT 2, 2 BURDON TCE, JELMOND
In the case	ntial address must be given. of a corporation, give the or principal office address.	Post town NEWCASTLE UPON TYNE.
,	•	County/Region
		•
	Date of birth	DO 2 1 0 1 5 4 Nationality NA BRITISH
	Business occupation	OC TEACHER
•		OD NONE
	Other directorships	
* Voluntar	y details	I consent to act as director of the company named on page 1
	Consent signature	Signed S 2 - Dato 6 - 4 - 92
M-1 4. 1846-	. farm	/ Mue
Delete if the is signed by subscribers	the	Signature of agent on behalf of all subscribers Date 21.5.52
80D2C110812	•	
		<b>U</b>

(See notes 1 - !	;)	
Name	*Style/Title	CD M/S
	Forenames	ROSETIARY ANN
	Surname	KARRON
	*Honours etc	
	Previous forenames	
	Previous surname	
Address		AD FLAT 1 2 BURDON TORKER
Usual reside	ential address must be given.	JETHONS.
In the case	of a corporation, give the or principal office address.	Post town NEWCATTLE UPON TYNILL
		County/Region TYNET WEAK
		Postcode NE2 3AE Country ENGLATED
	Date of birth	DO /14 08 318 Nationality NA 8R17(5H)
	Business occupation	OC LECTIRES
	Other directorships	OD NONE
* Voluntary	/ details	I consent to act as director of the company named on page 1
	Consent signature	Signed MA Redde Date 4/4/92
	rs (continued)	
(See notes 1 - 5 Name	*Style/Title	СВ
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	Surname	
	*Honours atc	
	Previous forenames	
	Previous surname	( );
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	of a corporation, give the or principal office address.	Post town
		County:/Region
		Postcode Country
	Date of birth	DO Nationality NA
	Business occupation	oc
	Other directorships	OD
* Voluntary	√ details	I consent to act as director of the company named on page 1
		The second of the second of page 1
	Consent signature	Signed Date

(See notes 1 - 5)	
Name *Style/Title	CD
Forenames	CHRISTOPHER NIGEL
Surname	PADGET
*Honours etc	
Previous forenames	
Previous surname	
Address	AD 2 BURBOW TCE
Usual residential address must be given.	DESMON TEE
In the case of a corporation, give the registered or principal office address.	Post town NEW CASTLE UPON TYDE
	County/Region
	Postcode NEZ 369 Country
Date of birth	00 26 10 513 Nationality NA BRITISH
Business occupation	OC DECHITECT
Other directorships	OD NONE
#Malacan advant	
* Voluntary d⊾ 総分	I consent to act as director of the company named on page 1
Consent signature	Signed C L Payt Date 6/5/92.
Directors (continued) (See notes 1 - 5)	J
Name *Style/Title	CD
Forenames	HAMDSH RUBERT
Surname	PATERSON
*Honours etc	
Previous forenames	
Previous surname	
Address	AD 2 BURDON TCE
Usual residential address must be given. In the case of a corporation, give the	<u>Jusmonn</u>
registered or principal office address.	Post town NONCASTUE-U-TONE
	County/Region
	Postcode NE23AG Country
Date of birth	DO 01 10 4 612 Nationality NA BRITISH.
Business occupation	OC MEDICAL PRACTITIONED.
Other directorships	OD VOGUE GOCF NEWCASTIG
* Voluntary details	VOCUE GOLT. I consent to act as director of the company named on page 1
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#### THE COMPANIES ACTS 1985 to 1989





2728 536

#### MEMORANDUM OF ASSOCIATION

of

#### 2 BURDON TERRACE LIMITED

- 1. The Company's name is "2 BURDON TERRACE LIMITED".
- 2. The Company's registered office is to be situated in England and Wales.
- 3. The company's objects are:-
- (a) (i) To manage and administer the freehold or leasehold property or properties known as 2, Burden Terrace, Jesmond, Newcastle upon Tyne (hereinafter called "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.
- (ii) To acquire and deal with and take options over any property, real or personal, including the Estate, and any rights or privileges of any kind over or in respect of any property, and to improve, develop, sell, lease, accept, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the company therein or thereto.
- (iii) To collect all rents, charges and other income and to pay any rates, taxes, charges, duties, levies, assessments or other outgoings of whatsoever nature charged, assessed, or imposed on or in respect of the Estate or any part thereof.
- (iv) To provide services of every description in relation to the Estate and to maintain, repair, renew, redecorate, repaint, clean, construct, alter and add to the Estate and to arrange for the supply to it of services and amenities and the maintenance of the same and the cultivation, maintenance, landscaping and planting of any land, gardens and grounds comprised in the Estate and to enter into contracts with builders, tenants, contractors and others and to employ appropriate staff and managing or other agents whatsoever in relation thereto.
- (v) To ensure the Estate or any other property of the company or in which it has an interest against damage or destruction and such other risks as may be considered necessary, appropriate or desirable and to insure the company against public liability and any other risks which it may consider prudent or desirable to insure against.
- (vi) To establish and maintain capital reserves, management funds and any form of sinking fund in order to pay or contribute towards all fees, costs, and other expenses incurred in the implementation of the

- (I) To distribute among the members of the company in kind any property of the company of whatever nature.
- (m) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (n) 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 so that:-

- (1) None of the objects set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the company.
- (2) None of the sub-clauses of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate company.
- (3) The word "company" in this clause, except where used in reference to the company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- (4) In this clause the expression "the Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 4. The liability of the members is limited.
- 5. The company's share capital is £4 divided into 4 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	No. of Shares Taken
ROSEMARY ANN RADDON FLAT I 2 RURDON TERRICE NEW CASTLE WON THNE NEZ 3AE WITNESS: C	Souls SOLICITORS  282b STANHOPE STREET
STEPHEN JONES PLAT 2 2 BURDON TIE, NONCASTLE/TYNE MEZ 3AE	SOLICITORS 282b STANHOPE STEET NEWCASTLE-UPON-TINE NE4 5JU
LOITNESS:  NAMISH PATENSON  FOAT 3, 2 BUNDON TOE	J. h GODA STYETCHER 17 HAMRLED ON GON' NEWGATTLE NE 7 TAL
NOWIAS PIC-V-TINE WITH CHRISTOPHER DIGEL PROGET FLOT 4, 2 BUREOUS FERRE	AUGULASTLE NEZ SAL
HEUROSTLE UPON TYDE	Confident Total: 4

## THE COMPANIES ACTS 1985 to 1989

## PRIVATE COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION

of

## 2 BURDON TERRACE LIMITED

#### Preliminary

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the company except in so far as they are excluded or varied by these articles.

(b) In these Articles:-

"the Act"

means the Companies Act 1985, but so that any reference in these articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

"the Estate"

shall have the meaning assigned to it in the memorandum of association but shall also include any other land, building or premises for the time being also owned and/or managed or administered by the company;

"unit"

means any residential unit comprised in the Estate:

unitholder"

means the person or persons to whom a lease or tenancy of a unit has been granted or assigned or who holds the freehold of a unit and so that whenever two or more persons are for the time being unitholders of a unit they shall for all purposes of these articles be deemed to constitute one unitholder.

#### Allotment and transfer of shares

- 2. (a) The subscribers to the memorandum of association of the company shall be duly registered as members of the company in respect of the shares for which they have subscribed. A subscriber may transfer any shares subscribed by him to a person nominated by him in writing to succeed him as a member and any such person (other than a unitholder) so nominated shall have the same power to transfer the share as if he had himself been a subscriber. Personal representatives of a decreased subscriber or of any successor so nominated by him shall have the same rights of transfer.
- (b) Except as provided in article 2 (a), no share shall be allotted or transferred to any person who is not a unitholder. A unitholder shall not be entitled to dispose of his shareholding in the company while holding, whether alone or jointly with others, a legal estate in any unit.
- (c) In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the company.
- (d) Subject to article 2(b), the directors are generally and unconditionally authorised for the purposes of section 80 of the Act, to exercise any power of the company to allot and grant rights to subscribe for or convert securities into shares of the company up to the amount of the authorised share capital with which the company is incorporated at any time or times during the period of five years and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution of the company in general meeting.
- 3. (a) If any member of the company who is a unitholder parts with all interest in the unit or units 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 or representatives, or in the event of his bankruptcy, his trustee in bankruptcy shall transfer his shareholding in the company to the person or persons who became the unitholder of his unit or units.
- (b) Each subscriber to the memorandum of association and any person becoming a member as a result of a nomination under article 2(a) shall, if not himself a unitholder, offer his shareholding in the company to the company as soon as unitholders for all units have become members. The company shall:-
- (i) subject to the provisions of the Act, purchase such shareholding, in which case the member concerned shall execute all such documents (including any contract required under section 164 of the Act) and do all such acts and things as may be necessary in order to enable the company to comply with the Act and effect such purchase; or

- (ii) direct the member concerned to transfer his shareholding to some other unitholder or unitholders in which case the member concerned shall execute a share transfer in respect of his shareholding as appropriate and deliver the same to the company provided that the sanction of a special resolution shall be required for any such transfer where the proposed transferee or transferees already hold one share of the company in respect of each of their units.
- (c) The price to be paid on the transfer of every share under this article shall, unless (in the case of a transfer made pursuant to paragraph (a) above) the transferor and transferee otherwise agree, be its nominal value.
- (d) If the holder of a share (or his legal personal representative or representatives or trustee in bankruptcy) refuses or neglects to transfer it or offer it for purchase 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 or (as the case may be) any documentation as is referred to in paragraph (b) above; and the company may give a good discharge for the purchase money and (in case of a transfer) enter the name of the transferee of the said share in the register of members as the holder thereof.

- 4. If a member shall die or be sdjudged 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 a unitholder.
- 5. (a) The directors shall refuse to register any transfer of shares made in contravention of all the foregoing provisions of these articles, but otherwise shall have no power to refuse to register a transfer.
  - (b) Article 24 of Table A shall not apply to the company.

#### Lien on shares

6. The lien conferred by article 8 of Table A shall attach also to fully paid shares, and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the company (whether that person is the full registered holder of those shares or one of two or more joint holders) for all sums presently payable by him or his estate to the company.

#### Non-payment of calls

7. The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of article 18 of Table A of the words "and all expenses that may have been incurred by the company by reason of such non-payment".

#### Notices of general meetings

8. Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of, and other communications relating to, any general meeting which any member is entitled to receive shall be sent to the lirectors and to the auditors of the company.

#### uorum

(a) If a quorum is not present within half an hour from the time appointed for the start of a general eting the meeting shall be adjourned to the same day in the next week at the same time and place, or to b other day and at such other time and place as the directors may determine; and if at the adjourned eral meeting a quorum is not present within half an hour from the time appointed for its start, such urned general meeting shall be dissolved.

Article 41 of Table A shall not apply to the company.

#### of members

Every member present in person or by proxy at a general meeting shall have one vote provided that to unitholder exists in respect of any unit, those members who are subscribers to the memorandum of

association or who become members as a result of having been nominated under article 2(a) or, if there is only one such member or person nominated under article 2(a), that member, shall, either jointly if there is more than the such member, or alone, if there is only one such member, have three votes in respect of every unit in addition to their own vote or votes as members.

(b) Article 54 of Table A shall not apply to the company.

#### Appointment of directors

- 11. (a) Article 64 of Table A shall not apply to the company.
- (b) The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be two.
- (c) The directors shall not be required to retire by rotation and articles 73 to 80 (inclusive) of Table A shall not apply to the company.
- (d) Save for the persons who are deemed to have appointed as the first directors of the company on incorporation pursuant to section 13 (5) of the Act, no person who is not a member of the company shall in any circumstances be eligible to hold office as a director. Article 44 in Table A shall not apply to the company.
  - (e) No member shall be appointed a director at any general meeting unless eithers-
    - (i) he is recommended by the directors; or
    - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the company of the intention to propose that member for appointment, together with notice signed by that member of his willingness to be appointed.
  - (f) Subject to paragraph (e) above, the company may by ordinary resolution in general meeting appoint any member who is willing to act to be a director, either to fill a vacancy or as an additional director.
  - (g) The directors may appoint a member who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of directors and the time being in force.

### Directors' borrowing powers

12. The directors may exercise all the powers of the company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and, subject (in the case of any security convertible into shares) to section 80 of the Act, to grant any mortgage, charge or standard security over the company's 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.

#### Alternate directors

- 13. (a) No person who is not a member of the company shall be capable of being appointed an alternate director. Article 65 in Table A shall be modified accordingly.
- (b) An alternate director shall not be entitled as such to receive any remuneration from the company, save that he may be paid by the company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the company from time to time direct, and the first sentence of article 66 in Table A shall be modified accordingly.
- (c) A director, or any other member approved by resolution of the directors and willing to act, may act as an alternate director to represent more that one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

#### Disqualification of directors

14. The office of a director shall be vacated if he ceases to be a member of the company and ancle 81 of Table A shall be modified accordingly.

#### Directors interests in transactions

- 15. (a) At any meeting of the directors (or of any Committee of the directors) a director may vote on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest. If he does vote on any such resolution, his vote shall be counted. Such a director shall be counted as part of the quorum present at the meeting (and in relation to such a resolution) whether or not the director votes on the resolution.
  - (b) Articles 94 to 97 (inclusive) of Table A shall not apply to the company.

#### Company Seal

- 16. (a) If the company has a seal it shall be used only with the authority of the directors or of a Committee of 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 a director and by the Secretary or second director. The obligation under article 6 of Table A relating to the sealing of share certificates shall apply only if the company has a seal. Article 101 of Table A shall not apply to the company.
- (b) The company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and those powers shall be vested in the directors.

#### Indemnity

17. (a) Every director, or other officer or auditor of the company shall be indemnified out of the assets of the company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted,

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or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court; and no director or other officer shall be liable for any loss, damage or misfortune which may happen to to be incurred by the company in the execution of the duties of his office or in relation thereto. But this article shall have effect only in so far as its provisions are not avoided by section 310 of the Act.

- (b) The directors may purchase and maintain for any director, officer or auditor of the company, insurance against any such liability as is referred to in section 310(1) of the Act.
  - (c) Article 118 of Table A shall not apply to the company.

## Names and Addresses of Subscribers

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STEPHEN JONES,	SOLICITORS  282b. STANHOPE. STREET,  NEWCASTLE-UPON THE
FLAT 2 2 BURDON TCE.	NEWCASTLE-UPON-TYNE,
NEWCASTLE /TIVE	( 11,7 530
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WITNESS:	S. h. Leateler
	S. FLETCHER. 17 HAMBLEDON GOND
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FLAT 3, 2BMONTCC	
NOWCASTE-U-TYM NCZ	BALT Mel
WITNESS.	
	D. KEICHTLEY 2 PSURSON TERRACE
	NEW CAPILE NEL 3 MG
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CHRISTOPHER WIGEL PROGET	
FLOT 4, 2 BURDOW TEKER	CO
100031220700 1708	J-J-
ed: 5/6/92 WITUESS	En. Robinson
( )	Totalla 11 5.
ness to the above signatures:-	Molanton 11 ENESLEY FORD HIGH BARNES SWADERLAND (RU TRJ

## FILE COPY



# CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2728536

I hereby certify that

## 2 BURDON TERRACE 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 3 JULY 1992

Pr loned ( M. ROSE

an authorised officer