

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE UNLIMITED COMPANY**

Company No. 2917968

The Registrar of Companies for England and Wales hereby certifies that
SMALL INDEPENDENT NORTHERN BREWERS

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

Given at Companies House, Cardiff, the 12th April 1994

[Handwritten signature]
12 APR 1994

For the Registrar of Companies



C O M P A N I E S H O U S E

HC0118

G

COMPANIES FORM No. 12

**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

* SMALL INDEPENDENT NORTHERN BREWERS /

* insert full
name of Company

I, MICHAEL GAINES CARTER

of 41 PARK SQUARE

LEEDS

LS1 2NS

† 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 117 THE HEADROW

Declarant to sign below

LEEDS LS1 5TX

the 31st March day of March

One thousand nine hundred and 94

before me Simona Williamson

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

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

SIMPSON CURTIS
41 PARK SQUARE
LEEDS
LS1 2NS

REF: HOB.94.1256.2

For official Use
New Companies Section

Post room





COMPANIES HOUSE



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

This form should be completed in black.

Company name (in full)

CN

For official use

SMALL INDEPENDENT NORTHERN BREWERS

Registered office of the company on
incorporation.

RO

41 PARK SQUARE

Post town LEEDS

County/Region WEST YORKSHIRE

Postcode LS1 2NS

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 SIMPSON CURTIS

RA

41 PARK SQUARE

Post town LEEDS

County/Region WEST YORKSHIRE

Postcode LS1 2NS

Number of continuation sheets attached



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

SIMPSON CURTIS

REF: HOB.94.1256.2

41 PARK SQUARE

LEEDS

Postcode LS1 2NS

Telephone (0532) 433433

Extension 283

Company Secretary (See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc


Previous forenames

Previous surname

Address

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

Consent signature

CS MR
GEOFFREY
BUTLER
-
-
-
AD 2 MIDDLETHORPE DRIVE
DRINGHOUSES
YORK
Post town
County/Region NORTH YORKSHIRE
Postcode YO2 2LZ Country ENGLAND
I consent to act as secretary of the company named on page 1
Signed  Date 29.3.94

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

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

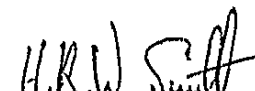
Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD MR
HUMPHREY RICHARD WOOLLCOMBE
SMITH
-
-
-
AD OXTON HALL
TADCASTER
Post town
County/Region NORTH YORKSHIRE
Postcode LS24 8DX Country ENGLAND
DO 1 7 1 2 4 4 Nationality **NA** BRITISH
OC COMPANY CHAIRMAN
OD SAMUEL SMITH OLD BREWERY (TADCASTER);
SAMUEL SMITH (SOUTHERN); LPS (RICHMOND) HOLDINGS;
SSOB (NO.5); CRAMOND INN; BASSENTHWAITE BREWING LTD;
OXTON FARMS.
I consent to act as director of the company named on page 1
Signed  Date 29.3.94

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**

MR

OLIVER GEOFFREY WOOLLCOMBE

SMITH

AD

HEALAUGH OLD HALL

HEALAUGH

Post town

TADCASTER

County/Region

NORTH YORKSHIRE

Postcode LS24 8DA

Country

ENGLAND

DO

1 2 0 8 4 7

Nationality

NA

BRITISH

OC

JOINT MANAGING DIRECTOR

OD

SAMUEL SMITH OLD BREWERY (TADCASTER);
SAMUEL SMITH (SOUTHERN); LPS (RICHMOND) HOLDINGS;
SSOB (NO.5); CRAMOND INN; BASSENTHWAITE BREWING LTD;
OXTON FARMS.

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

Signed

OGW Smith

Date

29.3.94

Delete if the form
is signed by the
subscribers.

Simpson Curtis

SIMPSON CURTIS

41 Park Square

LEEDS LS1 2NS

Signature of agent on behalf of all subscribers

Date

31-3-94

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

No. 2917968.

COMPANIES ACTS 1985 TO 1989



AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

SMALL INDEPENDENT NORTHERN BREWERS

1 THE name of the Company is "SMALL INDEPENDENT NORTHERN BREWERS".

2 THE Registered Office of the Company will be situated in England and Wales.

3 THE objects for which the Company is established are:-

- 3.1 To carry on business as a general commercial company.
- 3.2 To carry on all or any of the trades or businesses of proprietors, operators and licensees of hotels, public houses and other premises, to produce and provide all kinds of beverages, refreshments, food, tobacco, entertainment, facilities and amenities, and to carry on any activity normally undertaken by a company in these or similar lines of business.
- 3.3 To do all such things as shall seem to be in the best interests of the Company, its members its customers or its potential customers or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- 3.4 To rent, purchase or by other means acquire any freehold, leasehold or other real property for any estate or interest whatever, and any rights, licences, privileges, or easements over or in respect of any such property, and to develop and turn to account and deal with the same in such manner as may be thought expedient.

- 3.5 To purchase or otherwise acquire for any estate or interest any property, assets or rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient.
- 3.6 To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works and machinery necessary for the Company's business.
- 3.7 To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- 3.8 To apply for, exercise, use, register, turn to account, purchase, acquire, sell, let, grant or otherwise deal with or use any letters patent, trade marks, brevets d'invention, concessions, licences, inventions, rights, privileges, or monopolies or any interest in the same.
- 3.9 To manufacture and deal in all kinds of articles and things required for the purposes of or commonly dealt in by persons engaged in any such business as aforesaid or in connection with any such letters patent, trade marks, brevets d'invention, concessions, licences, inventions, rights or privileges as aforesaid.
- 3.10 To subscribe or guarantee money for any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any other purpose which may be considered likely, directly or indirectly, to further the objects of the Company or the interests of its members.
- 3.11 To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments as may be thought proper, and to hold, sell or otherwise deal with such investments.
- 3.12 To borrow or raise or secure the payment of money, and for those or other purposes including in particular (but without prejudice to the generality of the foregoing), the giving of collateral security for any guarantee by the Company or for any obligation of the Company's holding company (if any) or any subsidiary of the Company or of such holding company or any company otherwise associated with the Company in business, to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or after acquired, including uncalled capital, and to

create and issue redeemable debentures or debenture stock, bonds or other obligations.

- 3.13 To lend and advance money or give credit to any person, firm or company and, whether or not the Company receives any consideration or advantage from doing so, to guarantee or give indemnities for (or by both such means) the payment of moneys secured by or payable under or in respect of or the performance of shares, debentures, debenture stock, bonds, mortgages, charges, securities, obligations and contracts of any company, whether British, Commonwealth or foreign, or of any authority, supreme, municipal, local or otherwise, or of any person whomsoever whether corporate or unincorporate including in particular (but without prejudice to the generality of the foregoing) the Company's holding company (if any) or any subsidiary of the Company or of such holding company or any company otherwise associated with the Company in business.
- 3.14 To amalgamate or enter into partnership or any joint purse or profit sharing arrangement, or co-operate in any way with any person, firm or company carrying on or proposing to carry on any business or operation within the objects of the Company, and to assist any such person, firm or company.
- 3.15 To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable transferable or mercantile instruments or to purchase or guarantee the same.
- 3.16 To apply for, promote, and obtain any Act of Parliament, or other licence, permission or authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient; to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests, and to enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any corporations, companies or persons, that may seem conducive to the attainment of the Company's objects or any of them.
- 3.17 To subscribe for, underwrite, purchase, or otherwise acquire and hold, dispose of, and deal in shares, stocks and securities of any company.
- 3.18 To act as agents or brokers and as trustees for any person, firm or company, to undertake and perform sub-contracts, and to act in any of the businesses of the

Company through or by means of agents, brokers, sub-contractors or others.

- 3.19 To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise; to grant pensions or gratuities to and establish any contributory or non-contributory pension or superannuation fund for the benefit of any present or former directors, officers or employees of the Company or the Company's holding company (if any), the predecessors in business of, or any subsidiary or associated company of, or business acquired by, the Company or such holding company, or the relations, connections or dependants of any such persons; and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons.
- 3.20 To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, or to contract with any person, firm or company to pay the same; and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of the Company.
- 3.21 To procure the registration of the Company in or under the laws of any territory or jurisdiction.
- 3.22 To promote any company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of the Company, the promotion of which shall be considered to be calculated to advance directly or indirectly the objects of the Company or the interests of its members.
- 3.23 To insure any of the property or assets of the Company against any insurable risk or risks and to effect, purchase or take assurances on the lives of any debtors to the Company, or on the lives of any other persons in whom the Company may have an insurable interest.
- 3.24 To sell and in any other manner deal with or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock, or securities of any other company.
- 3.25 To distribute among the members of the Company in specie any property of the Company.

3.26 To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others; and to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

3.27 So long as the Company shall be an unlimited company, to purchase or otherwise acquire any shares in the capital of the Company.

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

4 THE share capital of the Company is £1,000 divided into 1,000 Ordinary 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.

NAME AND ADDRESS OF SUBSCRIBERS	No of Shares taken by Subscribers
HUMPHREY RICHARD WOOLLCOMBE SMITH Oxton Hall Tadcaster North Yorkshire <i>H.R.W. Smith</i>	One

and

SAMUEL SMITH (SOUTHERN)

The Old Brewery
Tadcaster
by *H.R.W. Smith* Director
Joint Subscribers

SAMUEL SMITH (SOUTHERN)

One

The Old Brewery
Tadcaster
by *OGW Smith* Director
Corporate Subscriber

Dated the 19th March 1994.

Witness to the above signatures:- *M.L. Banks*
M.R. BANKS, 34 TEMPLAR GARDENS, WETHERBY, W. YORKS

No.

COMPANIES ACTS 1985 TO 1989
AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

SMALL INDEPENDENT NORTHERN BREWERS

PRELIMINARY

- 1.1 The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are hereby modified or excluded.
- 1.2 Regulations 3, 8, 24, 32 to 35 and 73 to 80 inclusive, of Table A shall not apply to the Company.
- 2 Regulation 38 of Table A shall be read and construed as if the word "seven" were substituted for the word "fourteen".
- 3 Any person may be appointed a Director notwithstanding that he has attained the age of seventy years, and no person shall be required to vacate his office of Director by reason only of his having attained the age of seventy years or any other age.
- 4 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.

MEMBERS

- 5 The number of members with which the Company proposed to be re-registered is two, but the Directors may from time to time register an increase in the number of members.
- 6 The Company may by special resolution:-

- 5.1 increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
- 6.2 consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- 6.3 sub-divide its shares, or any of them, into shares of a smaller amount than its existing shares;
- 6.4 cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
- 6.5 reduce its share capital and any share premium account in any way.

SHARES

7 The share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

8.1 The Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act).

8.2 The general authority conferred by this Article shall:-

8.2.1 extend to all relevant securities of the Company created but unissued at the date of these Articles;

8.2.2 expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting; and

8.2.3 entitle the Directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.

9 Subject to and without prejudice to the generality of the provisions of Article 8 any shares unissued at the date of the adoption of this Article and any shares hereafter created shall be under the control of the Directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the Directors themselves) on such terms and in such manner as they think fit, provided that no shares shall be issued at a discount.

10 In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.

11 The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share 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 member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

CALLS ON SHARES

12 The following sentence shall be added to the end of regulation 15 of Table A: "such persons shall also pay to the Company all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

13 The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

TRANSMISSION OF SHARES

14 A person becoming entitled to a share by reason of the death or bankruptcy of a member shall not, before being registered as a member in respect of the share, be entitled to receive a copy of any balance sheet (or other document required by law to be annexed thereto) or any notice of a General Meeting, and regulations 31 and 38 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

15 There shall be added to the last sentence of regulation 41 of Table A the words "and if at the adjourned Meeting a quorum is not present within fifteen minutes after the time appointed for the Meeting, one person entitled to be counted in a quorum present at the Meeting shall be a quorum."

16 A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and

entitled to vote. Regulation 46 of Table A shall be modified accordingly.

17 Subject to the provisions of the Companies Acts from time to time in force a resolution in writing signed or approved by letter, telex, cable or facsimile exchange by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a General Meeting or at a meeting of any class of Members of the Company at which such resolution was to be proposed, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting or at such class meeting of the Company (as the case may be) duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, or, in the case of a Member which is a body corporate by a Director thereof or by a duly appointed representative.

VOTES OF MEMBERS

18 A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

DIRECTORS

- 19.1 The Directors shall not be liable to retire by rotation.
- 19.2 A Director shall not be required to hold any share qualification.
- 19.3 The Directors shall not unless otherwise determined by an Ordinary Resolution of the Company be less than two in number.
- 20.1 The Company may by Ordinary Resolution appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- 20.2 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the maximum number of Directors (if there be any maximum) is not exceeded.

PROCEEDINGS OF DIRECTORS

21 A resolution in writing signed or approved by letter, telex, telex cable or facsimile exchange by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several

documents in the like form each signed or approved by one or more of the Directors. For the purposes of this Article the signature or approval of an alternate Director shall suffice in lieu of the signature or approval of the Director appointed by him.

POWERS AND DUTIES OF DIRECTORS

22 Subject to the provisions of Section 317 of the Act, a Director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom 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. Regulations 94 and 95 of Table A shall be modified accordingly.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

- 23.1 Without prejudice to the powers of the Company under Section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its Directors and shall take effect upon lodgment at the registered office of the Company.
- 23.2 The office of a Director shall not be vacated if he shall for more than six consecutive months have been absent without permission of the Directors from meetings of the Directors held during that period and he has appointed an alternate Director who has not been similarly absent during such period and regulation 81 of Table A shall be amended accordingly.

NOTICES

24 Any summons, notice, order or other document required to be sent to or served upon the Company or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope or wrapper addressed to the Company or such officer at the Registered Office of the Company.

NAME AND ADDRESS OF SUBSCRIBERS

HUMPHREY RICHARD WOOLLCOMBE SMITH

Oxton Hall
Tadcaster
North Yorkshire

H.R.W. Smith

and

SAMUEL SMITH (SOUTHERN)

The Old Brewery
Tadcaster

by *H.R.W. Smith* Director

Joint Subscribers

SAMUEL SMITH (SOUTHERN)

The Old Brewery
Tadcaster

by *O.R.W. Smith* Director

Corporate Subscriber

Dated the 19th March 1994

Witness to the above signatures: - *M.R. Banks*
M.R. BANKS, 34 TEMPLAR GARDENS, WETHERBY, W. YORKSHIRE