

**COMPANY NO. 4290684**

**THE COMPANIES ACTS 1985 TO 2006**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**COURT CAVENDISH LIMITED**

**SATURDAY**



A46 \*A091VW3E\* 235  
05/01/2008  
COMPANIES HOUSE

- 1 The name of the Company is "Court Cavendish 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 provide in the United Kingdom and throughout the world all forms of medical, surgical and nursing care and services (including but not limited to) physical and psychiatric rehabilitation and convalescent service (whether directly or indirectly) and either at a Company's own premises or at any other location and in connection therewith to operate and manage hospitals, rehabilitation centres, nursing homes and clinics, both residential and for out-patients and in connection therewith to provide all forms of ancillary services
  - (b) To undertake the training and supply of nurses and medical attendants
  - (c) To carry on business as manufacturing and retail chemists and druggists, farmers, poultry farmers, gardeners, florists, licensed victuallers, inn-keepers, wine and spirit merchants, tobacco merchants and as manufacturers of, and dealers in, patients requisites of all kinds
  - (d) To carry on the business of general merchants and dealers both wholesale and retail within and without the United Kingdom in all articles of commercial, manufacturing, personal and household use and consumption, ornament recreation and amusement, and generally in all raw materials, manufactured goods and general produce and also the business of agents and agencies of every

\* The name of the Company was changed from Chai Patel Associates Limited on 17 December 2007

nature and kind, and any other trade and business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company

- (e) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit
- (f) To manage, purchase, or otherwise acquire, take on lease, or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in this or any other company, whether fully paid or otherwise
- (g) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures, or other capital, or securities or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage, commission and underwriting in respect of any such issue
- (h) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise with any person or company, carrying on business within the objects of this Company
- (i) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell property, business or undertaking of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.

- (j) To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools or equipment as may seem desirable for any of the business or in the interests of the company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects
- (k) To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or future), and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (as par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the company (as defined by section 736 of the Companies Act 1985) or the holding company (as defined by the said section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company
- (l) To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments
- (m) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, and to pay commissions to and remunerate any person or company for services rendered in placing or assisting to place, any

of the shares in the Company's capital, or any debenture or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business

- (n) To make donations to such persons, and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient
- (o) To distribute among the members in specie any property of the Company, or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital made except with the sanction (if any) for the time being required by law.
- (p) To subscribe for, purchase or otherwise acquire, take, hold or sell any shares or stock, debentures or debenture stock, or other securities or obligations of any company, and to invest or lend any of the moneys of the Company not immediately required for its operation in such manner, with or without security, as the Company may determine
- (q) To procure the Company to be registered or recognised in any country or place abroad
- (r) To appoint any person or persons, firm or firms, company or companies, to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity
- (s)
  - (i) to guarantee, support or secure (whether or not with a view to receiving any consideration or benefit) the payment or repayment of any moneys, the discharge of any debts and liabilities, and the performance or observance of any obligations or commitments, by any person by entering into any guarantee or other engagement, by creating or granting a mortgage, charge, pledge, lien or encumbrance of any kind over, or by entering into any other type of transaction in relation to, all or any of the undertaking, property or assets of the Company, present and future, including its uncalled capital, by a combination of such methods, or in

any other manner, and to provide indemnities in respect of every kind of claim, proceeding, tax, liability, loss, expense, failure, default, or contingency, with or without securing the indemnity by a mortgage, charge, pledge, lien or other encumbrance,

- (ii) by creating or granting a mortgage, charge, pledge, lien or encumbrance of any kind over, or by entering into any other type of transaction in relation to, all or any of the undertaking, property or assets of the company, present or future, including its uncalled capital, or in any other manner, to secure or in any other way support the payment or repayment of any moneys, the discharge of any debts and liabilities, and the performance or observance of any obligations or commitments, by the Company, and
- (iii) to enter into any agreement or arrangement as to the subordination or priority of any debts or liabilities which have been or may later be incurred by or to the Company or as to the ranking of any mortgage, charge, pledge, lien or other encumbrance which has been or may later be created or granted by or to the company or which affects or may come to affect the property, assets or undertaking of the Company or any other persons
- (t) To insure the life of any person, who may, in the opinion of the company, be of value to the Company, as having or holding for the Company, interests, goodwill or influence or other assets and to pay the premiums on such insurance
- (u) To promote, contribute to or assist financially or otherwise any fund for the benefit wholly or partly, of employees or ex-employees of the Company, or their relatives, children or dependants, or any other charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees
- (v) To do all or any of the above things, in any part of the world and either as principles, agents, contractors, trustees, or otherwise and either along or in conjunction with others

- (w) Subject to and in accordance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act
- (x) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them

It is hereby declared that the word 'company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed

- 4 The liability of the members is limited
- 5. The Share Capital of the Company is £100 divided into One Hundred Ordinary Shares of £1 each