

FILE COPY



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

Company No. 4666943

The Registrar of Companies for England and Wales hereby certifies that
HARTWOOD (PENN ROAD) MANAGEMENT COMPANY LIMITED

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

Given at Companies House, Cardiff, the 14th February 2003



N04666943P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

12

Declaration on application for registration

CHFP025

4066943

Hartwood (Penn Road) Management Company Limited

I, Nancy Dickie

of Exchange House, 482 Midsummer Boulevard, Milton Keynes
MK9 2SH

† Please 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], [the shareholder or holder of the shares in the company], or [the Registrar of Companies for the State of Karnataka] and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.



Declared at Exchange House, 482 Midsummer Boulevard, Milton Keynes
MK9 2SH

Day Month Year

On

1	1	0	2	2	0	0	3
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① Please print name.

before me **1**

SARA MATEUS

Signed

Garner

Date _____

11/02/2003

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

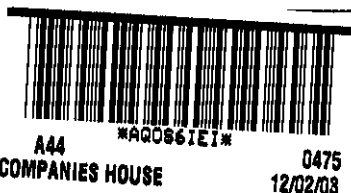
Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Shoosmiths

2nd Floor Exchange House, 482 Midsummer Boulevard,
Central Milton Keynes, MK9 2SH

Tel 08700 868300

DX number DX31400 **DX exchange** Milton Keynes



Laserform International 12/99

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Package: 'Laserform'
by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Hartwood (Penn Road) Management Company Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Exchange House

482 Midsummer Boulevard

Post town Milton Keynes

County / Region Bucks

Postcode MK9 2SH

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

x

Agent's Name Shoosmiths

Address Exchange House

482 Midsummer Boulevard

Post town Milton Keynes

County / Region Bucks

Postcode MK9 2SH

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public register.

Shoosmiths

Exchange House, 482 Midsummer Boulevard, Milton
Keynes, MK9 2SH
Ref: NXD

Tel 01908 488300

DX number 31400

DX exchange Central Milton Keynes,

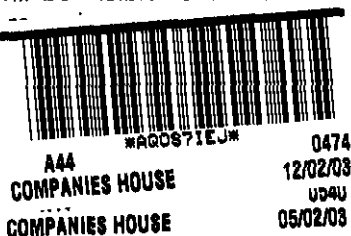
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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



Company Secretary (see notes 1-5)

Company name Hartwood (Penn Road) Management Company Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s) Shoosmiths Secretaries Limited

Surname

Previous forename(s)

Previous surname(s)

Address ††

Exchange House

482 Midsummer Boulevard

Post town Milton Keynes

County / Region

Bucks

Postcode

MK9 2SH

Country

England

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

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

Consent

For and on behalf of
Shoosmiths Secretaries Limited

Date

31/1/03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s) Shoosmiths Nominees Limited

Surname

Previous forename(s)

Previous surname(s)

Address ††

Exchange House

482 Midsummer Boulevard

Post town Milton Keynes

County / Region

Bucks

Postcode

MK9 2SH

Country

England

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

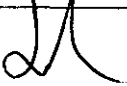
For and on behalf of
Shoosmiths Nominees Limited

Date

31/1/03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc	
	Forename(s)	John Hamilton		
	Surname	Peet		
	Previous forename(s)			
	Previous surname(s)			
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	The Old Rectory, Church Street		
		Rothersthorpe		
	Post town	Northampton		
	County / Region	Northants	Postcode	NN7 3JD
	Country	England		
Date of birth	Day	Month	Year	Nationality
	0 6 0 5	1 9 5 3		British
Business occupation	solicitor			
Other directorships				
	I consent to act as director of the company named on page 1			
Consent signature				Date 31/1/03

This section must be signed by*Either***an agent on behalf of all subscribers****Signed****Date**

31/1/03

Or the subscribers**Signed****Date***(i.e those who signed as members on the memorandum of association).***Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

762563

THE COMPANIES ACTS 1985 AND 1989

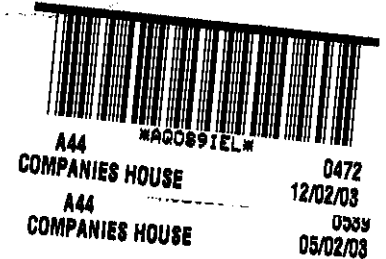
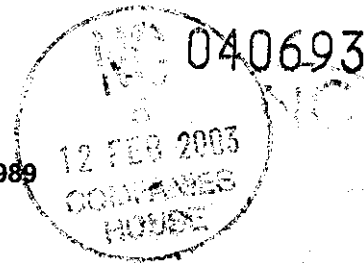
COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

- of -

HARTWOOD (PENN ROAD) MANAGEMENT COMPANY LIMITED

- 1 The Company's name is Hartwood (Penn Road) Management Company Limited.
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are to carry on business as a general commercial company and, without prejudice to the generality of the foregoing or to the objects and powers of the Company derived from Section 3A of the Companies Act 1985:-
 - i To acquire, hold, manage, maintain, administer and deal with certain land and common areas including but not limited to driveway, refuse store and common landscaped areas at Hartwood, Penn Road, Wolverhampton and to provide services and amenities, engage employees to provide services and amenities; to enter into leases, deeds, covenants and other instruments whereby the Company may or shall assume liabilities and responsibilities for carrying out obligations of all kinds; to manage, administer and deal with land and buildings.
 - ii To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
 - iii To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings easements, rights, privileges, concessions, patents, patent rights, licences, secret



process, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.

- iv To erect, alter or maintain any buildings, plant machinery necessary or convenient for the Company's business maintenance of any of the above.
- v To acquire by subscription or otherwise and hold, sell, deal with or dispose of any shares, stock, debenture, debenture stocks, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- vi To receive money on deposit either without security or secured by debenture, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- vii To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge, debenture, debenture stock bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by similar mortgage, charge, debenture, debenture stock, bond standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person (including, but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within each

case the meaning of section 736 of Act, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Company by Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

- viii To lend money with or without security, and to invest money of the Company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares stocks or securities of any company of or in which the Company is a member or is otherwise interested, and generally as the Directors think fit.
- ix To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- x To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property for the purposes of the Company.
- xi To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- xii To distribute in specie assets of the Company properly distributable amongst the members, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- xiii To do all or any of the things hereinbefore authorised either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.
- xiv To do all such other things as are incidental to or which the Company may think conducive with the above objects of any of them.

AND SO THAT

the objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

- 4 The liability of the Members is limited.
- 5 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of contributors among themselves.

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

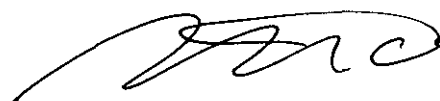
Names and addresses of Subscribers

1 John Hamilton Peet
The Old Rectory
Church Street
Rothersthorpe
Northamptonshire
NN7 3JD



Solicitor

2 Shoosmiths Nominees Limited
Exchange House
482 Midsummer Boulevard
Milton Keynes MK9 2SH



For and on behalf of
Shoosmiths Nominees Limited

Dated this 31st day of January 2003

Witness to the above signatures:-



Name Bernice Core
Address Exchange House
482 Midsummer Boulevard
Milton Keynes MK9 2SH
Trainee Solicitor

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

HARTWOOD (PENN ROAD) MANAGEMENT COMPANY LIMITED

PRELIMINARY

- 1 Regulations 2 to 35 inclusive 54, 55, 57, 64, 102 to 108 inclusive, 114, 116, 117 and 118 of Table A of the Companies (Table A to F) Regulations 1985 amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (referred to in these Articles as "Table A") shall not apply to the Company but the articles contained below and, subject to the modifications hereby expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company. References herein to "Regulations" are to regulations in the said Table A unless otherwise stated.

INTERPRETATION

- 2 In Regulation 1 the definition of "the holder" shall be omitted. In these Articles the following terms shall bear the following meanings unless the context otherwise requires:

"the Common Parts"	the driveway, refuse store, common landscaped areas and all other common areas in the Property;
"the Developer"	Crosby Homes Limited ;
"the First Director(s)"	the person(s) named in a statement delivered to the Registrar of Companies in accordance with Section 10 of the Companies Act 1985;

"Hand-Over Date"	the date upon which every Unit intended by the Developer to be sold has been so sold;
"Hand-Over Resolutions"	the resolutions passed pursuant to Article 13.3;
"Owner"	person(s) in whom is vested for the time being the freehold of any Unit;
"the Property"	means the freehold known as Hartwood, Penn Road, Wolverhampton ;
"the Subscribers"	the persons who have subscribed the Memorandum of Association of the Company;
"Unit"	one of the 5 freehold units forming part of the Property.

All other words contained in these Articles shall bear the same meanings as in the Companies Act 1985 or any statutory modification or re-enactment thereof (unless the context otherwise requires).

In these Articles the singular shall include the plural and the masculine shall include the feminine and vice versa.

MEMBERS

- 3 The Subscribers and such other persons as are admitted to membership in accordance with the Articles shall be the members of the Company. The Subscribers and any person approved in writing by the Developer or the Subscribers for this purpose shall be admitted as 'A' Members of the Company.
- 4 Each Owner shall be entitled to become a 'B' Member of the Company and in the case of any Unit vested for the time being in two or more persons they shall be deemed to be members jointly and shall be registered accordingly in the Register of Members. The Owners at the date of the passing of the Hand-Over Resolutions shall be admitted as 'B' Members on the passing of the Hand-Over Resolutions.

- 5 Subject to the aforesaid no other person shall be entitled to become a 'B' Member of the Company.
- 6 An 'A' Member may at any time withdraw from the Company by giving notice in writing to the Secretary. Such notice shall be effective forthwith upon receipt at the Company's registered office. All of the 'A' Members shall in any event automatically cease to be members of the Company with effect from the passing of the Hand-Over Resolutions.
- 7 A 'B' Member shall automatically cease to be a member of the Company on his (or their in the case of a Unit being vested in more than one person) ceasing to be an Owner.

NOTICE OF GENERAL MEETINGS

- 8 In Regulation 38:-
- 8.1 in paragraph (b) the words "being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right" shall be amended to read "being a majority together being not less than ninety-five per cent of the members entitled to attend and vote at the meeting (joint members for this purpose being treated as one member);
- 8.2 the words "and, in the case of special business", shall be inserted before "the general nature of the business to be transacted" and the following words shall be inserted as a new paragraph:-
- "All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at any annual general meeting with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election of directors in place of those retiring and the appointment of, and the fixing of the remuneration of the auditors".
- 8.3 the words "The Notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.

PROCEEDINGS AT GENERAL MEETINGS

- 9 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as otherwise provided,

prior to the passing of the Hand-Over Resolutions one member present in person shall be a quorum and thereafter two members present in person or by proxy shall be a quorum. Regulation 40 shall be modified accordingly.

- 10 The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from Regulation 44.
- 11 Paragraph (d) of Regulation 46 shall be omitted.
- 12 On a show of hands every member present or represented in person shall have one vote at any general meeting. On a poll duly demanded every member present in person or by proxy shall have one vote.

DIRECTORS

- 13 Prior to the passing of the Hand-Over Resolutions the following provisions shall apply:-
 - 13.1 There shall be no minimum or maximum number of Directors. Whensoever the minimum number of Directors shall be one, a sole director shall have authority to exercise all powers and discretions by Table A and by these Articles expressed to be vested in the directors generally and Regulation 89 shall be modified accordingly.
 - 13.2 The First Director(s) (or the Nominee Director(s) appointed under this Article) may appoint any person to be a director in addition to or in place of himself or themselves (a "Nominee Director") to hold office until the passing of the Hand-Over Resolutions.
 - 13.3 The First Director(s) and any Nominee Director(s) shall pass board resolutions on or as soon as reasonably practicable after the Hand-Over Date (either in a Board Meeting or by way of written resolutions) to accept the resignation of the First Director(s) and any Nominee Director(s) and the company secretary at that date and to appoint new directors and a new Company Secretary (if nominated) and to pass any other necessary resolutions in connection with the transfer of the Company into the Owners' control including admitting the Owners at the passing of the Hand-Over Resolutions as 'B' Members.

14 Subsequent to the passing of the Hand-Over Resolutions the following provisions shall apply:-

14.1 Unless and until otherwise determined by the Company in general meeting, the number of directors shall be not less than 2 nor more than 5 .

14.2 Only persons who are members of the Company shall be entitled to hold office as a director and any director (or in the case of a director who is a duly appointed representative of a corporate member, any corporate member) who ceases so to be shall ipso facto be deemed to have resigned as a director.

14.3 A duly appointed representative of a corporate member shall be qualified to act as a director under this Article by virtue of that corporate member being a member of the Company.

GENERAL

15 The directors shall not be subject to retirement by rotation and accordingly any reference in Regulations 73 to 80 (inclusive) to directors retiring by rotation shall not apply to the Company.

16 Any person appointed a director by the directors shall not be required to be re-appointed at an annual general meeting of the Company and accordingly the final two sentences of Regulation 79 shall not apply to the Company.

BORROWING POWERS

17 The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking; property and uncalled capital, and any part thereof, and subject to section 80 of the Companies Act 1985 to issue Debenture, Debenture Stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

18 A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising out of such contract or arrangement and if he shall so 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 amended accordingly.

- 19 The words "of any class of shares" shall be omitted from Regulation 83.

ALTERNATE DIRECTORS

- 20 Any director may appoint any other member of the Company to be an alternate director and may revoke any such appointment at any time. An alternate director shall be entitled to receive notice of and to attend and vote at meetings of directors in place of the director appointing him, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be made by notice to the Company in writing signed by the director. Regulations 65 to 68 inclusive shall be varied accordingly.

SECRETARY

- 21 The first secretary of the Company will be the person named in the statement delivered to the Registrar of Companies in accordance with Section 10 of the Companies Act 1985.

INDEMNITY AND INSURANCE

- 22 Every director or other officer 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 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 or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- 23 Regulation 118 shall not apply to the Company.

MINUTES

- 24 The words "of the holders of any class of shares in the company" shall be omitted from Regulation 100.

NOTICES

- 25 The second sentence of Regulation 112 shall be omitted.
- 26 The words "or the holders of any class of shares in the company" shall be omitted from Regulation 113.

Names and Addresses of Subscribers

1. John Hamilton Peet
The Old Rectory
Church Street
Rothersthorpe
Northamptonshire
NN7 3JD



Solicitor

2. Shoosmiths Nominees Limited
Exchange House
482 Midsummer Boulevard
Milton Keynes MK9 2SH



For and on behalf of
Shoosmiths Nominees Limited

Dated this 31st day of January 2003

Witness to the above signatures:-



Name Bernice Cole

Address Exchange House
482 Midsummer Boulevard
Milton Keynes MK9 2SH
Tranche 10/10