

FILE COPY



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

Company No. 4733044

The Registrar of Companies for England and Wales hereby certifies that
HARRISONCO NO. 7 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 13th April 2003



N04733044C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

12

Declaration on application for registration

Company Name in full

HARRISONCO NO. 7 LIMITED

1. COLIN ANDREW LINDSAY

of 2 THE COURTYARD, BISHOPTHORPE
YORK, YO23 2RD

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~XXXXXX~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] † 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.

Declarant's signature

Declared at

YORK

Day Month Year

On

① Please print name.

before me ❶

Signed

Date _____

TA 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.

Denison Till

Stamford House, Piccadilly, York, YO1 9PP

Tel 01904 611411

DX number DX 65206

DX exchange YORK 6

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



A20 **COMPANIES HOUSE** **0279**
A45 **COMPANIES HOUSE** **0411**
08/04/03
26/03/03

Package: 'Laserform'
by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

CHFP025

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

HARRISONCO NO. 7 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

STAMFORD HOUSE

PICCADILLY

Post town YORK

County / Region NORTH YORKSHIRE

Postcode YO1 9PP

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 DENISON TILL

Address STAMFORD HOUSE

PICCADILLY

Post town YORK

County / Region NORTH YORKSHIRE

Postcode YO1 9PP

Number of continuation sheets attached

0

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
F

Denison Till

Stamford House, Piccadilly, York, , YO1 9PP

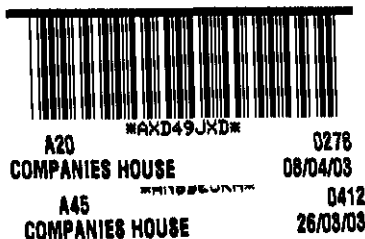
Tel 01904 611411

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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 HARRISONCO NO. 7 LIMITED

NAME *Style / Title MS *Honours etc

* Voluntary details

Forename(s) JEAN

Surname COLLIER

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 ††

☐

26 THE VILLAGE

EARSWICK

Post town YORK

County / Region NORTH YORKSHIRE

Postcode YO32 9SL

Country ENGLAND

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

Consent

J. Collier

Date

20-3-03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title MR *Honours etc

Forename(s) COLIN ANDREW

Surname LINDSAY

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 ††

☐

2 THE COURTYARD

BISHOPTHORPE

Post town YORK

County / Region NORTH YORKSHIRE

Postcode YO23 2RD

Country ENGLAND

Date of birth

Day Month Year

1 8 0 4

1 9 5 8

Nationality

BRITISH

Business occupation

SOLICITOR

Other directorships

YORK & NORTH YORKSHIRE CHAMBER OF COMMERCE

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

Consent signature

A. Lindsay

Date

20-3-03

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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.

Post town

County / Region

Postcode

Country

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

Date

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed

Date

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



20-3-03

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.

10995251
101984
248693
248693

THE COMPANIES ACTS, 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

HARRISONCO NO. 7 LIMITED

26 MAR 2003

2008 FEB 2003
COM
HC



A20 0280
COMPANIES HOUSE 08/04/03
A45 0410
COMPANIES HOUSE 26/03/03

- 4733044
1. The Name of the Company is "Harrisonco No. 7 Limited".
 2. The Registered Office of the Company will be situated in England.
 3. The objects for which the Company is established are:
 - (A) To carry on business as a general commercial company.
 - (B) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description or, if necessary, by becoming a member of any financial institution.
 - (C) To issue any securities which the Company has power to issue for any purpose whether by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
 - (D) To receive money on deposit or loan upon such terms as the Company may approve.
 - (E) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.
 - (F) To guarantee or give indemnities or provide security, with or without the Company receiving any consideration or advantage, direct or indirect whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of the capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (but without limiting the generality of the foregoing) any company which is for the time being the holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.

- (G) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to, any persons who are or were at any time in the employment or service of the Company, or of any company which is its holding company or is a subsidiary of the Company or any such other holding company or otherwise is allied to or associated with the Company, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons.
- (H) To subscribe or guarantee money for any national, charitable, benevolent, public, general or other useful object or for any purpose which may be considered directly or indirectly to further the interests of the Company or its members.
- (I) To draw, make, accept, endorse, negotiate discount, execute and issue, and to buy, sell and deal with promissory notes, bills of exchange and other negotiable or transferable instruments or securities.
- (J) To establish or contribute to any scheme for the acquisition by trustees of shares in the Company or its holding company to be held by or for the benefit of employees (including any director holding a salaried employment or office) of the Company or (so far as for the time being permitted by law) any of the Company's subsidiaries and to lend money (so far as aforesaid) to any such employees to enable them to acquire shares of the Company or its holding company and to formulate and carry into effect any scheme for sharing profits with any such employees.
- (K) To amalgamate or enter into partnership or any joint venture or arrangement for sharing profits or other association with any company, firm or person.
- (L) To promote or join in the promotion of any company whether or not having objects similar to those of the Company.
- (M) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (N) To dispose of or otherwise deal with the undertaking and all or any of the property, assets and rights of the Company for such consideration as the Company may think fit and in particular for shares or other securities, whether fully or partly paid.
- (O) To procure the registration or incorporation of the Company in or under the laws of any territory outside England.

- (P) To subscribe, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with shares, stocks, debentures, securities or other investments of any nature, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (Q) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.
- (R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either by or through agents, trustees, sub-contractors or otherwise.
- (S) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anyway limited by reference to or inference from any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the Members is limited.

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

I, the person whose name, address and description are subscribed, am desirous of being formed into a company, in pursuance of this Memorandum of Association, and I respectively agree to take the number of shares in the capital of the Company set opposite my name.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	Number of Shares Taken by Subscriber
COLIN ANDREW LINDSAY	2
Stanford House	
Recessilly	
York	
YO1 9PP	
Total shares taken	2

Dated the 20th day of March 2003


COLIN ANDREW LINDSAY

Witness to the above Signature:- J. Collier
Name:- JEAN COLLIER
Address:- 26 The Village, Earswick, York, YO32 9SL
Occupation:- LEGAL SECRETARY

THE COMPANIES ACT, 1985
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HARRISONCO NO. 7 LIMITED

PRELIMINARY

1. The regulations contained in Table A (hereinafter called "Table A") in The Companies (Tables A to F) Regulations 1985 (as amended) shall, except as provided by and so far as not inconsistent with these Articles, apply to the Company. References in these Articles to regulations are references to regulations in Table A. The references in Table A applicable to the Company under any former enactment relating to companies shall not apply.
2. 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.

SHARE CAPITAL

3. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.
4. (A) Subject to Section 80 of the Act all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

(B) (i) The general authority conferred by this Article shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The general authority conferred by this Article shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.

(ii) The Directors shall be entitled under the general authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Subject as provided by law, the Company may:
- (i) issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
 - (II) purchase its own shares (including any redeemable shares); and
 - (ii) make a payment in respect of the redemption or purchase (as the case may be) of any of its own shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares.

TRANSFER OF SHARES

6. The Directors in their absolute discretion and without assigning any reason therefor may decline to register any transfer of a share which is not fully paid or on which the Company has a lien. Regulation 24 shall be modified accordingly.
7. Subject to Article 6 of these Articles any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Director shall have an absolute right, without assigning any reason therefor, to refuse to register any transfer of a share (whether fully paid or not).

PROCEEDINGS AT GENERAL MEETINGS

8. 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 shall be modified accordingly.
9. Any instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Such instrument (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the Chairman of the meeting) on the day and at the place of the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulations 60, 61 and 62 shall not apply.
10. On a poll or on a show of hands the Chairman of the General Meeting shall not be entitled to a second or casting vote. Regulation 50 shall not apply.
11. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members. If the resolution in writing is described as a special resolution or as an extraordinary resolution it shall have effect accordingly. Regulation 53 shall be modified accordingly.

DIRECTORS

12. Subject as hereinafter provided the Directors shall not be less than one. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association. The Company may by ordinary resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors. Regulation 64 shall not apply. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or sole Director may nevertheless act for all purposes. Regulation 90 shall not apply.
13. The ordinary remuneration of the Directors shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Any Director who performs services which, in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulations 82 and 83 shall be modified accordingly.
14. On any matter in which a Director is in any way interested he may, subject to his having duly declared in accordance with Section 317 of the Act his interest therein, nevertheless vote and be taken into account for the purposes of a quorum. Regulation 94, other than the last paragraph thereof, shall not apply. Regulation 98 shall not apply.
15. The office of a Director shall be vacated in any of the events specified in Regulation 81.
16. The Directors shall not be subject to retirement by rotation. Regulations 73, 74 and 75 shall not apply. Regulations 76 and 77 shall be modified by the deletion of references to Directors retiring by rotation.
17. A resolution in writing signed or approved by letter or telex by all the Directors shall be effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more of the Directors. Regulation 93 shall not apply.
18. At a meeting of the Directors the Chairman (if any) shall not be entitled to a second or casting vote. All Directors shall be entitled to notice of all meetings of the Directors. Regulation 88 shall be modified accordingly.

INDEMNITY

19. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto, including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted, or in connection with any

application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply.

INFORMATION

20. It shall be the duty of any member of the Company upon request by any of the Directors to furnish all information in his possession or power (supported, if required by the Directors, by a statutory declaration) relating to, or which in the opinion of that Director might relate to, the status of the Company as a close company within the meaning of Section 414 of the Income and Corporation Taxes Act, 1988 (as amended) or any statutory modification or re-enactment thereof or as to the beneficial ownership of any shares for the time being registered in that member's name.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

Name: **COLIN ANDREW LINDSAY**
Address: 2 The Courtyard, Bishopthorpe, York, YO23 2RD
Occupation: Solicitor

Signed: 

Dated the 20th day of March 2003

Witness to the above Signature:-



Name: JEAN COLLIER
Address: 26 The Village, Earswick, York, YO32 9SL
Occupation: LEGAL SECRETARY