

FILE COPY



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

Company No. 5340146

The Registrar of Companies for England and Wales hereby certifies that  
JEFF HITCHEN PAINTERS AND DECORATORS 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 24th January 2005



\*N05340146A\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Companies House  
for the record

# 12

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

Company Name in full

JEFF HITCHEN PAINTERS AND  
DECORATORS LTD

I, JONATHAN ROUND

of 10 ALLERTON GRANGE CRESCENT, LEEDS

† 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 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

*Jonathan Round*

Declared at

10 ALLERTON GRANGE CRESCENT, LEEDS

Day Month Year

On

13 01 2005

● Please print name.

before me ●

HANNAH BEDDIS

Signed

*H Beddis*

Date

13/1/05

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

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 record

JONATHAN ROUND

10 ALLERTON GRANGE CRESCENT, LEEDS

LS17 6UN

Tel 0113-2178169

DX number

DX exchange

Th



A27  
COMPANIES HOUSE

\*AGR35232\*

0262  
20/01/05

Form revised 10/03

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

Companies House, Crown Way, Cardiff, CF14 3UZ  
or companies registered in England and Wales

DX 33050 Cardiff

or

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

for companies registered in Scotland

DX 235 Edinburgh

or LP - 4 Edinburgh 2



Companies House

for the record

10

Please complete in typescript,  
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of  
registered office

Company Name in full

JEFF HITCHEN PAINTERS AND  
DECORATORS LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

10 ALLERTON GRANGE CRESCENT

Post town

LEEDS

County / Region

W YORKS

Postcode

LS17 6LN

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.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact  
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JONATHAN ROUND

10 ALLERTON GRANGE CRESCENT, LEEDS

LS17 6LN Tel 0113 2178169

DX number

DX exchange

C  
This



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for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

v 08/02

## Company Secretary (see notes 1-5)

Company name

NAME \*Style / Title

MR

\*Honours etc

\* Voluntary details

Forename(s)

JONATHAN PAUL

Surname

ROUND

Previous forename(s)

Previous surname(s)

Address \*\*

10 ALLERTON GRANGE CRESCENT

\*\* 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

LEEDS

County / Region

W YORKS

Postcode

LS17 6LN

Country

ENGLAND

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

Consent signature

*Jonathan Round*

Date

5/1/05

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR

\*Honours etc

Forename(s)

JEFFREY

Surname

HITCHEN

Previous forename(s)

Previous surname(s)

Address \*\*

522 BURY OLD ROAD

\*\* 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

PRESTWICH

County / Region

Postcode

M25 3DF

Country

ENGLAND

Day Month Year

Date of birth

25 11 1961

Nationality

BRITISH

Business occupation

PAINTER AND DECORATOR

Other directorships

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

Consent signature

*J. Hitchen*

Date

5.1.05

## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	MR		<b>*Honours etc</b>	
<b>* Voluntary details</b>	<b>Forename(s)</b>	PAUL JOSEPH			
	<b>Surname</b>	KITCHEN			
	<b>Previous forename(s)</b>				
	<b>Previous surname(s)</b>				
<b>†† 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.</b>	<b>Address ††</b>	6 RECTORY GROVE			
		PRESTWICH			
	<b>Post town</b>	MANCHESTER			
	<b>County / Region</b>		<b>Postcode</b>	M25 1DF	
	<b>Country</b>	ENGLAND			
	<b>Date of birth</b>	Day	Month	Year	<b>Nationality</b>
		17	04	1960	BRITISH
	<b>Business occupation</b>	PAINTER AND DECORATOR			
	<b>Other directorships</b>				
	I consent to act as director of the company named on page 1				
	<b>Consent signature</b>	P. Kitchen		<b>Date</b>	5.1.05

<b>This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).</b>	<b>Signed</b>	J. Hill	<b>Date</b>	5.1.05
	<b>Signed</b>	P. Kitchen	<b>Date</b>	5.1.05
	<b>Signed</b>		<b>Date</b>	
	<b>Signed</b>		<b>Date</b>	
	<b>Signed</b>		<b>Date</b>	
	<b>Signed</b>		<b>Date</b>	

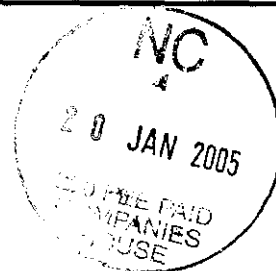
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The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES



# Memorandum of Association

OF

## JEFF HITCHEN PAINTERS AND DECORATORS LIMITED

1. The Company's name is "Jeff Hitchen Painters and Decorators Ltd".
2. The Company's registered office is to be situated in England and Wales.
3. The object of the Company is to carry on business as a general commercial company.
4. The liability of the members is limited.
5. The Company's share capital is £50,000, divided into 50,000 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

Name, Address

JEFF HITCHEN  
522 BURY OLD ROAD  
PRESTWICH, MANCHESTER  
M25 3DF

10 SHARES

JHL 5-1-05

Name, Address

PAUL HITCHEN  
6 RECTORY GROVE  
PRESTWICH, MANCHESTER  
M25 1DF

10 SHARES

PHE 5-1-05

Dated this day of

Witness to the above Signatures:-

Jonathan Paul Round 5/1/05

Jonathan Paul Round, 10 Allerton Grange Crescent, Leeds LS17 6LN



**The Companies Acts 1985 and 1989**

**COMPANY LIMITED BY SHARES**

**Articles of Association**  
**OF**  
**JEFF HITCHEN PAINTERS AND DECORATORS**  
**LIMITED**

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company.
3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) 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.
4. At the date of the adoption of these Articles the capital of the Company is £50,000 divided into 50,000 Ordinary Shares of £1 each.
5. (a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper.  
  
(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on 31 December 2009 unless renewed, varied or revoked by the Company in general meeting in accordance with section 80 or section 80A of the Act.  
  
(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
6. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such a time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such

terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company.

7. 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 (if any) on a share shall extend to all dividends payable thereon.
8. 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. The first sentence of Regulation 24 of Table A shall not apply to the Company.
9. In accordance with section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.
10. In Regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved".
11. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.
12. The Company shall not be subject to section 293 of the Companies Act 1985, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
13. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless-
  - (i) he is recommended by the Directors; or
  - (ii) not less than fourteen nor more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.
14. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.



NAMES AND ADDRESSES OF SUBSCRIBERS

Name, Address

JEFF HITCHEN  
522 BURY OLD ROAD  
PRESTWICH  
MANCHESTER M25 3DF

J-Hen

5-1-05

Name, Address

PAUL HITCHEN  
6 RECTORY GROVE  
PRESTWICH  
MANCHESTER M25 1DF

P-Hitch

5-1-05

Dated this      day of

Witness to the above Signatures:-

Jonathan Paul Round 5/1/05

Jonathan Paul Round, 10 Allerton Grange Crescent, Leeds LS17 6LN