



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 5708437

The Registrar of Companies for England and Wales hereby certifies that
STAMFORD COURT MANAGEMENT COMPANY (WATLINGTON) 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 2006



N0 5708437V



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— *for the record* —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

5708437

Company name

STAMFORD COURT MANAGEMENT
COMPANY (WATLINGTON) LIMITED

I,

WATERLOW SECRETARIES LIMITED

of

6-8 UNDERWOOD STREET
LONDON
UNITED KINGDOM
N1 7JQ

a

person named as a secretary of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



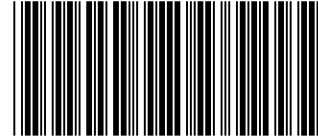
Companies House

— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**

Received for filing in Electronic Format on the: **14/02/2006**



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*Company Name
in full:*

**STAMFORD COURT MANAGEMENT
COMPANY (WATLINGTON) LIMITED**

*Proposed Registered
Office:*

**BELLWOOD HOMES LIMITED
SUITE 3 ROBERT HOUSE
19 STATION ROAD
CHINNOR
OXFORDSHIRE
OX9 4PU**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name:

**WATERLOW LEGAL & COMPANY
SERVICES**

Agent's Address:

**6-8 UNDERWOOD STREET
LONDON
N1 7JQ**

Company Secretary

Name

WATERLOW SECRETARIES LIMITED

Address:

**6-8 UNDERWOOD STREET
LONDON
UNITED KINGDOM
N1 7JQ**

Consented to Act: **Y**

Date authorised **14/02/2006**

Authenticated: **Y**

Director 1:

Name **WATERLOW NOMINEES LIMITED**

Address: **6-8 UNDERWOOD STREET
LONDON
UNITED KINGDOM
N1 7JQ**

Consented to Act: **Y** *Date authorised* **14/02/2006** *Authenticated:* **Y**

Authorisation

Authoriser Designation: **AGENT** *Date Authorised:* **14/02/2006** *Authenticated:* **Yes**

STAMFORD COURT MANAGEMENT
COMPANY (WATLINGTON) LIMITED

MEMORANDUM AND ARTICLES OF ASSOCIATION

Incorporated on

Company Number

WATERLOW



Established 1844

Waterlow Legal & Company Services
6-8 Underwood Street
London N1 7JQ
Tel: 020-7250 3350
Fax: 020-7608 0867

Email: companyservices@waterlow.com
www.companyformations.co.uk

The Companies Act 1985

(As amended by the Companies Act 1989)

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

**STAMFORD COURT MANAGEMENT COMPANY (WATLINGTON)
LIMITED**

1. The name of the Company is STAMFORD COURT MANAGEMENT COMPANY (WATLINGTON) LIMITED
2. The registered office of the Company will be situate in England and Wales.
3. In this Memorandum the following words have the following meanings:
 - (a) "the Developer" means Bellwood Homes Limited or other the freeholder for the time being of the Estate.
 - (b) "the Estate" means the residential estate developed or now in course of development by the Developer at Tappins Yard, Brook Street, Watlington, Oxfordshire.
4. The objects for which the Company is established are:-
 - (A) To manage and maintain the Estate and for that purpose to enter into a Lease with the Developer and to be a party to Leases by the Developer and/or to take a transfer of residual freehold land from the Developer if so required by the Developer and also to be a party to freehold transfer sales off of plots by the Developer.
 - (B) To exercise the functions of a Residents Association and Management Company formed to safeguard and promote the common interests of the residents of and to manage the Estate.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct maintain and alter any buildings or erections and lay out, maintain and use gardens and amenity grounds.
 - (D) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets

of the Company as may be thought expedient with a view to the promotion of its objects.

(E) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.

(F) To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.

(G) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.

(H) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

5. The liability of the Members is limited.

6. The share capital of the Company is £6,001 divided into 30 Ordinary shares of £200 each and 5 Founder shares of 20p 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

Number of shares taken by
each subscriber

WATERLOW NOMINEES LIMITED
6-8 Underwood Street
London
N1 7JQ
United Kingdom

Three
Founder

WATERLOW SECRETARIES LIMITED
6-8 Underwood Street
London
N1 7JQ
United Kingdom

Two
Founder

Dated: 9 February 2006

The Companies Act 1985

(As amended by the Companies Act 1989)

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

STAMFORD COURT MANAGEMENT COMPANY (WATLINGTON)
LIMITED

PRELIMINARY

1. In these Articles (a) words defined in the Memorandum of Association shall have the same meaning (b) "house" means a house on the Estate (c) "Owner" means the freehold owner for the time being of a house (d) "the ultimate date" means the first anniversary of the earliest date on which no house remains in the freehold ownership of the Developer.
2. Except and subject as hereinafter expressly or by necessary implication provided, the regulations contained or incorporated in Table A in the First Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) (hereinafter referred to as "Table A"), shall apply to the Company.
3. Regulations 2 to 4 (inclusive), 8 to 22 (inclusive), 27, 32 to 35 (inclusive), 65 to 69 (inclusive), 73, 74, 82 to 84 (inclusive), 87, 102 to 108 (inclusive) and 110 of Table A are excluded.
4. Regulations 75, 76 and 77 of Table A shall apply to the Company as if the words "by rotation" were deleted from each regulation.

SHARES

5. No person except an Owner shall be registered as the holder of an ordinary share and no Owner shall be registered as the holder of more than one ordinary share for each house of which he is the Owner.
6. The Directors shall be bound to register:-
 - (a) a transfer of a share by an Owner to a Transferee of the freehold estate in his house.
 - (b) as a member (i) the first Owner of a house and (ii) any person who has by reason of the death bankruptcy or insolvency of a member become entitled to the member's share and has had vested in him the member's freehold interest in his house.

(c) a transfer of a founder share to the Developer by a subscriber or by a former Developer.

(d) a transfer by a Mortgagee of a share to a purchaser from such mortgagee under his power of sale of the house in respect of which such share was charged to the Mortgagee.

7. If a member fails to transfer his share to a Transferee of the freehold interest of the house of which he is the Owner within one month of the date of the relative transfer of the house the Directors shall be entitled, by resolution, to appoint some person to be the Attorney of such member to execute a transfer of such share to such Transferee for its nominal value and the Company shall, upon receiving the purchase price from the Transferee, register such transfer and thereupon the Transferee shall become a member in place of the previous holder of such share.

8. On a winding up a holder of a founder share shall not by virtue of such holding, be entitled to any share of the surplus assets of the Company which shall belong exclusively to the ordinary shareholders.

DIRECTORS

9. (1) Until the Company shall by resolution otherwise determine, the number of Directors shall not be less than two nor more than twelve. The first Directors shall be appointed by the Subscribers.

(2) No person (unless appointed by the Founder members or co-opted by the Directors before the ultimate date) shall be eligible to be a Director, unless he holds at least one ordinary share and is appointed after the ultimate date.

(3) A Director shall not be disqualified from holding office by reason only of having attained the age of seventy.

(4) The Directors for the time being shall retire at the annual general meeting held next after the ultimate date and, until the date of such meeting, the holders for the time being of a majority of the founder shares may, by notice in writing, remove any Director from office and may by a like notice appoint any person to be a Director.

VOTES OF MEMBERS

10. (i) Until the ultimate date the holder of any ordinary share shall not by virtue of such holding be entitled to receive notice of or to attend or vote at any General Meeting of the Company.

(ii) After the ultimate date every holder of an ordinary share shall be entitled to one vote at a general meeting for each share held by him, but a holder of a founder share shall not by virtue of such holding be entitled to receive notice of or attend or vote at any General Meeting.

SECTIONS 80, 89, 90 and 91 OF THE COMPANIES ACT 1985

11. (a) In accordance with Section 91(1) of the Companies Act 1985, Section 89(1) and Section 90(1) to (5) of the said Act shall be excluded and not apply to the Company.

(b) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act, 1985, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution.
12. (a) Notwithstanding the provisions contained within Clause 118 of Table A, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he/she 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, or in connection with any application under Section 144 or Section 727 of the Companies Act 1985 ("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.

(b) The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

Names and Addresses of Subscribers

WATERLOW NOMINEES LIMITED

6-8 Underwood Street

London

N1 7JQ

United Kingdom

WATERLOW SECRETARIES LIMITED

6-8 Underwood Street

London

N1 7JQ

United Kingdom

Dated: 9 February 2006