

FILE COPY



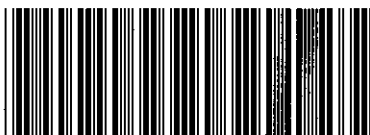
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5775756

The Registrar of Companies for England and Wales hereby certifies that
SPRINGWOOD COURT (FREEHOLD) 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 10th April 2006



N05775756T



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

THIS CERTIFICATE/~~DOCUMENT~~ SUPERCEDES THE
CERTIFICATE/~~DOCUMENT~~ IN FILE WHICH
INCORRECTLY QUOTED THE NAME OF THE COMPANY
AS **SPRINGWOOD COURT**
(FREEHOLD) LIMITED

HC007B

FILE COPY



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Given at Companies House, Cardiff, the 10th April 2006

THIS CERTIFICATE/~~DOCUMENT~~ CONTAINS A
MISTAKE IN THE NAME OF THE COMPANY AND IS
SUPERSEDED BY THE CERTIFICATE/~~DOCUMENT~~
ON FILE.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

Springwood Court (Freehold) Limited

I, Christopher David John Nelson

of 17 Mill View Gardens, Shirley, Croydon, Surrey CR0 5HW

† 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 of the company~~
~~and that I am a director of the company~~† 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

17 Scarbrook Road Croydon

Day Month Year

On 24 03 2006

● Please print name.

before me ●

WILLIAM ROBERT FULMER

Signed

Date

24 MARCH 2006

† 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.

asb law

Stoneham House, 17 Scarbrook Road, Croydon, CR0 1SQ

Tel 0208 681 2231

DX number DX 2609

DX exchange Croydon

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

COMPANIES HOUSE

04/04/2006



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

Springwood Court (Freehold) Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Stoneham House

17 Scarbrook Road

Post town Croydon

County / Region Surrey

Postcode CR0 1SQ

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
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.

asb law

Stoneham House, 17 Scarbrook Road, Croydon, CR0 1SQ

Tel 0208 681 2231

DX number DX 2609

DX exchange Croydon

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for companies registered in England and Wales or

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

for companies registered in Scotland

DX 235 Edinburgh

COMPANIES HOUSE

04/04/2006

International 4/03

Company Secretary (see notes 1-5)

Company name

Springwood Court (Freehold) Limited

NAME *Style / Title

Mr

*Honours etc

* Voluntary details

Forename(s)

Christopher David John

Surname

Nelson

Previous forename(s)

Previous surname(s)

Address **††**

17 Mill View Gardens

Shirley

Post town

Croydon

County / Region

Surrey

Postcode

CR0 5HW

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 signature

Date

23.2.2006
03.02.2006**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Christopher David John

Surname

Nelson

Previous forename(s)

Previous surname(s)

Address **††**

17 Mill View Gardens

Shirley

Post town

Croydon

County / Region

Surrey

Postcode

CR0 5HW

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

2 8 0 2 1 9 4 7

Date of birth

Nationality

British

Business occupation

Solicitor

Other directorships

Please see list attached

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

Consent signature

Date

23.2.2006
03.02.2006

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME***Style / Title**

Mr

***Honours etc**

* Voluntary details

Forename(s)

Robert Charles Murray

Surname

Moyle

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 ††☐

236 Queensway

Coney Hall

Post town

West Wickham

County / Region

Kent

Postcode

BR4 9EA

Country

England

Day Month Year

Date of birth

1 3 0 4 1 9 5 4

Nationality

British

Business occupation

Solicitor

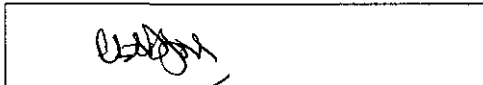
Other directorships

112-114 Clarendon Road RTM Company Limited

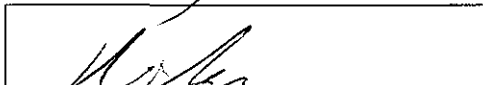
I consent to act as director of the company named on page 1

Consent signature**Date**

23.02.2006

This section must be signed by*Either***an agent on behalf of all subscribers****Signed****Date****Or the subscribers***(i.e those who signed as members on the memorandum of association).***Signed****Date**

23.02.2006

Signed**Date**

23.02.2006

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.

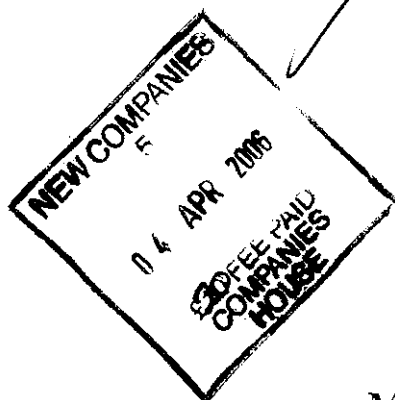
The date of birth must be given for every individual director.

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.



THE COMPANIES ACT, 1985

COMPANY LIMITED BY SHARES

COMPANIES HOUSE

04/04/2006

MEMORANDUM OF ASSOCIATION

of

SPRINGWOOD COURT (FREEHOLD) LIMITED

1. The name of the Company is **SPRINGWOOD COURT (FREEHOLD) 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 acquire the freehold interest in and administrate and carry on the business of general managers of residential flats, maisonettes or other dwellings and amenity lands and enjoyed therewith and of providers of services and amenities thereat and in particular to manage and provide such services at Springwood Court, 6 Birdhurst Road, Croydon, Surrey (hereinafter called "the Estate")
 - (B) For the purpose aforesaid to take on lease or acquire the freehold of the Estate as a whole and to grant leases or underleases of the dwellings and other properties erected thereon and to maintain those parts of the Estate and the services thereon enjoyed communally by all the residents on the Estate
 - (C) To engage full time or part time servants for the purpose of carrying out any of the objects of the Company
 - (D) To enter into contracts of insurance and indemnity in respect of any liability of the Company or of the freeholder of the Estate for claims arising from the use of any part of the Estate under the control of the Company
 - (E) To make regulations for the use by the owners and occupiers of the dwellings on the Estate, their families, servants and friends
 - (F) To carry on all or any of the businesses of proprietors or managers of the dwellings or other buildings, land, house and estate agents, auctioneers, valuers,

mortgage brokers, builders, contractors, plumbers, decorators, carpenters, joiners, gas, electric light, hot water and sanitary engineers, merchants and dealers in stone, concrete (reinforced or otherwise) steel, steel sheets, lime, bricks, timber, hardware and other building requisites, concrete block and slab makers, brick and tile manufacturers, terra-cotta makers, job-masters, mechanical transport contractors, carriers by land, water or air, licensed victuallers, and any other trade or business whatsoever which can in the opinion of the Directors of the Company 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

- (G) To develop and turn to account any land acquired by or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and to paint the exterior of the buildings and by planting, paving, drainage, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others
- (H) To carry on any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with any of the above specified objects
- (I) To acquire and hold by way of investment any land of any tenure wherever situate or any interest therein
- (J) To invest the moneys of the Company in and to acquire, hold, sell, endorse, discount or otherwise deal with or dispose of shares, stocks, debentures, debenture stock, scrip, bonds, mortgages, bills, notes, credits, contracts, certificates, coupons, warrants and other documents, funds, obligations, securities and investments issued or guaranteed by any company, corporation, society or trust constituted or carrying on business in any part of the world and in the funds or loans or other securities and investments of or issued or guaranteed by any Government, State or Dominion, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad
- (K) To receive money on deposit or loan upon such terms as the Company may approve and to guarantee the debts, obligations and contracts of any person, firm or company whatsoever
- (L) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company or in whose businesses or undertakings the Company is interested, whether directly or indirectly
- (M) To undertake the office of trustee, executor, administrator, committee, manager, attorney, delegate, substitute, treasurer, and any other offices or situations of trust or confidence and to perform and discharge the duties and functions incidental thereto and generally to transact all kinds of trust and agency business

either gratuitously or otherwise


- (N) To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions or co-operation with any person or company carrying on, engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and to take or otherwise acquire and hold, sell, re-issue or otherwise deal with shares or stock in or securities or obligations of, and to subsidise or otherwise assist any such person or company
 - (O) To purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property, rights or privileges which the Company may think suitable or convenient for any purposes of its business
 - (P) To borrow or raise or secure the payment of money and for those or other purposes to mortgage or charge the undertaking and all or any part of the real and personal property, assets, and rights of the Company, present or after acquired, including uncalled capital and to create, issue, make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes or other negotiable instruments
 - (Q) To effect and maintain insurance against loss of or injury to any property of or any persons employed by the Company or against any other loss to the Company
 - (R) To sell, let, develop, dispose of or otherwise deal with the undertaking, or all or any part of the property of the Company, upon any terms, with power to accept as the consideration any shares, stocks, or obligations of or interest in any other company
 - (S) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which the Company is or may contemplate being interested, including such preliminary expenses and all or any part of the costs and expenses of owners of any business or property acquired by the Company
 - (T) To enter into any arrangements with any government, or authority, supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions and privileges that may seem conducive to the Company's objects or any of them
 - (U) To do all such other things as the Company may deem incidental or conducive to the attainment of any of the aforesaid objects of the Company
4. The liability of the members is limited
5. The Share Capital of the Company is Ninety-six Pounds divided into twelve Shares of Eight Pounds each

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, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names

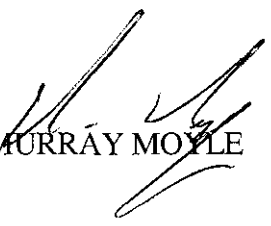
=====

NAMES ADDRESSES and DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber (in words)
--	---

=====


CHRISTOPHER DAVID JOHN NELSON
Stoneham House
17 Scarbrook Road
Croydon, Surrey CR0 1SQ

One Share


ROBERT CHARLES MURRAY MOYLE
Stoneham House
17 Scarbrook Road
Croydon, Surrey CR0 1SQ

One Share

=====

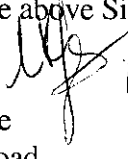
Total Shares taken

Two

=====

DATED the 22nd day of MARCH 2006

WITNESS to the above Signatures:-


Stoneham House
17 Scarbrook Road
Croydon
Surrey CR0 1SQ

Amanda Jones
Legal Secretary

THE COMPANIES ACT, 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SPRINGWOOD COURT (FREEHOLD) LIMITED

1. GENERAL

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 27, 30, 55, 64, 65 - 69 inclusive 76, 77 and 87 shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications expressed shall constitute the regulations of the Company

DEFINITIONS

3. In these Regulations except where the context otherwise requires:-

"the Act" means the Companies Act 1985

"the Estate" means the land and buildings at Springwood Court, 6 Birdhurst Road, Croydon, Surrey.

"Estate Leaseholder" means any person who is the holder of a Lease of a flat or other dwelling on the Estate of which the Company is the immediate reversioner or a person who is the Mortgagee of the holder of such Lease.

II. SHARE CAPITAL AND VARIATION OF RIGHTS

4. The share capital of the Company is Ninety-six Pounds divided into twelve Shares of Eight Pounds each
5. (A) In the exercise of the powers conferred on them by these regulations the Directors are generally and unconditionally authorised for the purposes of Section 80 of The Companies Act 1985 to allot up to twelve Shares at any time or times during the period of Five years from the date of incorporation (at which date this authority shall expire).
- (B) In accordance with Section 91(1) of The Companies Act 1985 Section 89(1) and Section 90(1) to (6) thereof shall be excluded from applying to the Company. A share may only be issued to an Estate Leaseholder or a person who is the Mortgagee of an Estate Leaseholder.
- (C) No Estate Leaseholder may hold more than one share in the Company for each Flat on the Estate of which he is an Estate Leaseholder.

III. TRANSFER AND TRANSMISSION OF SHARES

6. (1) A Share may be transferred only to a person who is or is about to become an Estate Leaseholder or the Subscribers. Provided that the Directors may refuse the registration of any transfer if the Company has a lien on the share comprised in the transfer or if there are any moneys due and owing from the proposing transferor to the Company or if the proposed transferee whether a Member of the Company or not has not at the time when the transfer is presented for registration acquired the interest of the proposing transferor as an Estate Leaseholder.
- (2) If at any time for any reason whatsoever any Share is registered in the name of a person who is not an Estate Leaseholder then the following provisions shall apply:-
 - 6.2.1 The Directors may give written notice to the person so registered who is not an Estate Leaseholder requiring him or them to transfer the Share so registered to a person who is an Estate Leaseholder of the flat concerned [and in the case of a deceased or bankrupt Estate Leaseholder (not being a joint holder) notice shall be given to the Executors or Administrators of the deceased or bankrupt Estate Leaseholder].
 - 6.2.2 The notice served pursuant to Article 6.2.1 above shall state the name of the person or persons to whom the Share is to be transferred being a person or persons the Company is reasonably satisfied is the Estate Leaseholder for the flat concerned.
 - 6.2.3 If the Share has not been so transferred within 28 days after such notice referred to in Article 6.2.1 has been given the Directors may at any time thereafter appoint any person to execute a transfer of the Share on behalf of the registered holder to the person or persons who is the Estate Leaseholder who shall then be entered on the register as the holder of such Share and the validity of the proceedings shall not be questioned by any person.

- 6.2.4 The consideration to be paid by the transferee for a share transferred pursuant to Article 6.2.3 shall not exceed the nominal value of such share (and may be retained by the Company).

IV PROCEEDINGS AT GENERAL MEETINGS

7. Any Meeting convened by the Directors pursuant to a Members requisition shall be so convened to be held on a date which is not more than 30 days later than the date on which the notice of such Meeting are despatched.

V. VOTES OF MEMBERS

8. (A) (i) If more than one person is jointly the Owner of a Lease of a Dwelling such persons shall jointly hold the Share in the Company referable to such dwelling but shall have only the vote appropriate to such Share and if there is any dispute or appears to be any dispute as to who shall exercise the vote it shall be cast by the holder whose name first appears in the register of members.
- (ii) No Shareholder shall be entitled to vote who is in arrears with any payments due to the Company.
- (B) Each share shall confer the right to receive notice of and vote at all General Meetings of the Company.

VI. DIRECTORS

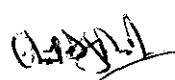
9. A Director need not hold any qualification share in the Company but shall be entitled nevertheless to receive notice of and to attend all General Meetings of the Company.
10. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two and not more than twelve Directors.
11. A Director may hold any office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director and he or his firm may act in a professional capacity to the Company on such terms (as to remuneration or otherwise) as the Directors may determine.
12. The Company may at each Annual General Meeting fill the office of each Director retiring by re-electing such Director or by electing another person thereto and may also elect additional Directors.
13. No notice need be given to the Company of the intention to propose a person for election as a Director prior to any Annual General Meeting at which the election of such person is to be proposed. A person shall be eligible for election as a Director at any Annual General Meeting provided that he shall be proposed by a Member duly qualified to attend and vote at such Meeting. Before concluding the item of business dealing with the election of Directors at any Annual General Meeting the Chairman shall enquire of the Meeting whether there are any further proposals for election of Directors and in the event of there being none (or after any such further proposals have been dealt with) the Meeting shall proceed to the next item of business or the Meeting shall be closed, as the


case may be, and no further proposals for the election of Directors shall be made at that Annual General Meeting.

VIII. RESERVE

14. (a) The Directors may in their absolute discretion make provision for creating and setting aside a reasonable reserve fund for any general or particular purpose.
- (b) The Directors may set aside out of any moneys of the Company not immediately required for the purposes of its business such sums as they think proper as a reserve or reserves. All money set aside and standing to revenue or general or special reserve accounts or capital reserve account and all other moneys of the Company not immediately applicable for payment to be made by the Company may (subject to the provisions of the Act with respect to the purchase by the Company of its own Shares or loans upon the security thereof) be invested by the Directors in such manner as the Directors may from time to time think proper with power to employ the same and the assets constituting the same or any part thereof in the business of the Company and without it being necessary to keep separate or distinguish between the investments of the reserve accounts and investments of other moneys of the Company or between investments of the revenue or general or special reserve accounts and investments of the capital reserve account. All moneys so set aside as aforesaid shall, at the discretion of the Directors, be applicable for any purpose to which the moneys of the Company may be properly applied.
15. The Directors may subject to Article 16 hereof exercise all the powers of the Company to borrow money as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
16. The Directors shall not in the exercise of their voting powers or their powers as Directors of the Company do any of the following acts except with the consent of the Shareholders expressed by means of a Resolution passed at a General Meeting and supported by at least three quarters of the votes capable of being cast.
 - (a) Vote for or permit the Company to go into a members voluntary winding up
 - (b) Do or abstain from doing or neglect to do any act which will or may result in the Company being removed from the Register of Companies
 - (c) Vote for or permit the freehold interest in the Estate or any part thereof to be sold leased or charged or otherwise used for the security of any loan
 - (d) Vote for or permit any material change or alteration to the architectural design of the Estate or the use of any dwelling therein
 - (e) Vote for or permit the Company to borrow any sum in excess of such sum as represents eight times the annual insurance premium for effecting the current replacement value of the Estate from time to time

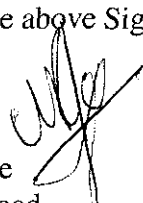
Names, Addresses and Descriptions of Subscribers


CHRISTOPHER DAVID JOHN NELSON
Stoneham House
17 Scarbrook Road
Croydon, Surrey CR0 1SQ


ROBERT CHARLES MURRAY MOYLE
Stoneham House
17 Scarbrook Road
Croydon, Surrey CR0 1SQ

DATED the 22nd day of MARCH 2006

WITNESS to the above Signatures:-


Stoneham House
17 Scarbrook Road
Croydon
Surrey CRO 1SQ

Amanda Jones
Legal Secretary