



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 5885003

The Registrar of Companies for England and Wales hereby certifies that
SANDON HOUSE MANAGEMENT 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 July 2006



NO 5885003Q



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

5885003

Company name

SANDON HOUSE MANAGEMENT LIMITED

I,

MARTIN DAVIES

of

7 BOULNOIS AVENUE
LOWER PARKSTONE
POOLE
DORSET
UK
BH14 9NX

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



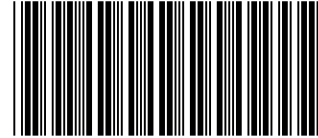
Companies House

— for the record —

10(ef)

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

Received for filing in Electronic Format on the: **24/07/2006**



XQKQKHDB

*Company Name
in full:* **SANDON HOUSE MANAGEMENT
LIMITED**

*Proposed Registered
Office:* **ROWLAND HOUSE
HINTON ROAD
BOURNEMOUTH
DORSET
UK
BH1 2EG**

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

Agent's Name: **COURTNAGE CLAIRE**
Agent's Address: **MAPLE BARN
BUCKHAM HILL
UCKFIELD
EAST SUSSEX
UK
TN22 5XZ**

Company Secretary

Style/Title: **MR**
Name **MARTIN EDWARD DAVIES**

Address: **7 BOULNOIS AVENUE
LOWER PARKSTONE
POOLE
DORSET
UK
BH14 9NX**

Consented to Act: **Y** *Date authorised* **24/07/2006** *Authenticated:* **Y**

Director 1:

Style/Title: **MR**
Name **NICHOLAS PATRICK COULING**

Address: **59 CHADDESLEY GLENN
CANFORD CLIFFS
POOLE
DORSET
UK
BH13 7PB**

Nationality: **BRITISH**
Business occupation: **DIRECTOR**
Date of birth: **30/09/1958**

Consented to Act: **Y** *Date authorised* **24/07/2006** *Authenticated:* **Y**

Authorisation

Authoriser Designation: **AGENT** *Date Authorised:* **20/07/2006** *Authenticated:* **Yes**

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF SANDON HOUSE MANAGEMENT LIMITED

1. The name of the Company is Sandon House Management Limited

2. The Registered Office will be situate in England.

3. The objects for which the Company is established are:-

(A) To manage the Twelve Flats in the building known as Sandon House, 641-643 Blandford Road, Poole, Dorset, Bh16 5ED and to supply to the lessees and occupiers of such flats such services as are mentioned in the respective leases of such flats.

(B) To exercise the functions of a Residents Association and Management Company formed to safeguard and promote the common interest of the residents of such building aforesaid.

(C) To borrow and raise money in such manner as the Company shall think fit.

(D) To do such things as are incidental or conducive to the attainment of the above objects or as are calculated to enhance the value, amenities and beneficial advantage of such building aforesaid.

(E) To purchase, take on lease or otherwise acquire all or any part of such building as aforesaid and its curtilage or easements or other rights over or in respect of all or any of the same (with power to negotiate or accept any modifications of or deletion from any lease, grant or agreement of or affecting the same) and to sell or otherwise dispose of any property or rights for the time being belonging to the Company which it shall not be deemed expedient to retain for the benefit of the members of the Company.

(F) 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 necessary or convenient for the work of the Company.

(G) To sell, lease, 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.

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

(I) 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.

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

4. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association and no member of the Board shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association PROVIDED THAT nothing herein shall prevent any payment in good faith by the Association:-

(a) of reasonable and proper remuneration to any member office or servant of the Association (not being a member of the Board) for any services rendered to the Association

(b) of interest at a rate not exceeding 2% less than the average base rate (rounded to the nearest 1/2%) prescribed for the time being by Members of the Committee of London clearing banks or 3% whichever is the greater

(c) of reasonable and proper rent for premises demised or let by any member of the Association or of the Board

(d) to any member of the Board of reasonable and proper out-of-pocket expenses

(e) to a Company of which a member of the Association or of the Board may be a member holding not more than one hundredth part of the capital of such Company

5. The liability of the members is limited by guarantee as hereinafter defined.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association 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 the contributors among themselves, such amount as may be required not exceeding the sum of one pound.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provisions then to some other charitable object.

8. Proper accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, of all sales and purchase of goods by the Association and of the property credits and liabilities of the Association; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

9. No addition, alteration or amendment shall be made to or in the Memorandum of Association for the time being in force unless the same has been previously submitted to and approved by the Charity Commissioners and the Department of Trade and Industry.

Names Addresses and Descriptions of Subscribers

Nicholas Patrick Couling
59 Chaddesley Glenn
Canford Cliffs
Poole
Dorset
BH13 7PB

Director

Dated Monday, 24 July 2006

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF SANDON HOUSE MANAGEMENT LIMITED

INTERPRETATION

1. In these Articles:-

"the act" means the Companies Act 1985

"the Association" means Sandon House Management Limited

"the Board" means the Board of Directors of the Association

"the Rules" mean the rules for the time being in force by virtue of Articles 30 and 31 of these Articles.

"A Flat" means one of the Flats referred to in Clause 3A of the Memorandum and Articles of Association

Unless the context otherwise requires, words and expressions in these Articles bear the same meaning as in the Act.

MEMBERS

2. The number of members with which the Association proposes to be registered is the number of leasehold owners of the Flats referred to in Clause 3A of the Memorandum of Association.

3. The Subscribers to the Memorandum of Association shall be the first members of the Association.

4. (1)The provisions of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

(2)Only the owner of a Flat may be admitted as a member of the Association.

5. The privileges of a member shall not be transferable and every member shall cease to be a member on the happening of any of the events following namely:-

(1)If, being an individual, he shall die or become of unsound mind or if being a Company, a resolution be passed or order be made for its winding up.

(2)If any member shall sell, transfer or lose of their leasehold interest of a Flat.

(3)If the behaviour of any member shall be contrary to the interests of the

Association, the Board shall be entitled to dismiss such member from the Association.

GENERAL MEETINGS

6. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in the same year, and not more than fifteen months shall elapse between the date of one general meeting of the Association and the next; provided that, so long as the Association holds its first annual general meeting within eighteen months of its incorporation, it need not hold an annual general meeting in the year of its incorporation or in the following year.

7. All general meetings other than annual general meetings shall be called extraordinary general meetings.

8. The Board may, whenever they think fit, convene an extraordinary general meeting and such meeting shall also be convened if requisitioned as provided by Section 368 of the Act.

NOTICE OF GENERAL MEETINGS

9. An Annual General Meeting or a general meeting called for the passing of a Special Resolution shall be called by not less than 21 days notice in writing. Any other general meeting of the Association shall be called by not less than 14 days notice in writing.

10. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. 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. Two members present in person or one third of the membership whichever shall be the greater shall be a quorum.

12. If within half an hour from the time appointed for the meeting a quorum is not present, if convened upon the requisition of members, the meeting shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place, as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be deemed a quorum.

13. The Chairman of the Board shall preside as Chairman at every general meeting of the Association, or if there is no such Chairman or if he is not present within 15 minutes after the time appointed for holding the meeting, the Directors present shall choose one of their number to be chairman of the meeting. If no Directors are present the meeting shall appoint its own Chairman.

14. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or after the declaration of the result of the show of hands) demanded by the Chairman or by at least two members present. Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes shall be conclusive. The demand for a poll may be withdrawn.

15. In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

16. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at a general meeting shall be as valid and effective as if it had been passed at a general meeting of the Association duly convened and held.

VOTES OF MEMBERS

17. Every member over the age of 18 present in person at a general meeting of the Association shall have one vote on a show of hands with the exception of Honourary Members.

18. On a poll votes may be given either personally or by proxy.

19. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Association.

20. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority certified by a Solicitor or Justice of Peace shall be deposited at the Registered Office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

21. An instrument appointing a proxy shall be in the form or in a form as near thereto as circumstances permit as is required by Section 372 of the Act.

22. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

23. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such death, insanity, or revocation as aforesaid shall have been received by the Association at the Registered Office before the commencement of the

Meeting at which the proxy is used.

DIRECTORS

24. The Board shall comprise not less than one and not more than fourteen elected Directors who shall be appointed as hereinafter stated

25. A person who is not a member of the Association shall not be qualified to be an elected Director. A nominated Director who is not already a member of the Association shall be deemed to be a member of the Association from the date of his nomination and such deemed membership shall cease upon the date on which his appointment as a nominated Director shall cease.

26. The first elected Directors shall be appointed by the subscribers of the Memorandum of Association.

27.(1)At each Annual General Meeting of the Association, two of the elected Directors shall retire, the order of retirement being fixed so far as is practicable by priority of election, but if necessary by ballot. The resulting vacancies among the elected Directors shall be filled by ordinary resolution of the Association in general meeting. A retiring Director shall be immediately eligible for re-election.

(2)If any casual vacancy occurs among the elected Directors, the remaining elected Directors may appoint any member of the Association to fill the vacancy. Any person so appointed shall hold office only until the next following Annual General Meeting at which, in accordance with paragraph (1) of this Article, vacancies among the elected Directors are to be filled.

POWERS AND DUTIES OF DIRECTORS

28. The business of the Association shall be managed by the Board, who may exercise all such powers of the Association as are not required by the Act or by these articles or by the rules, to be exercised by the Association in general meeting.

29. The Board may exercise all the powers of the Association to borrow money and to mortgage or charge the Association's undertaking and property or any part thereof and to issue debenture stock and other securities for any debt, liability or obligation of the Association.

DISQUALIFICATION OF DIRECTORS

30. The office of Director shall be vacated if the Director

(a)without the consent of the Association in general meeting holds any other office under the Association; or

(b)becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes prohibited from being a Director by reason of any order under Section 295 of the Act; or

(d) becomes of unsound mind; or

(e) resigns his office by notice in writing to the Association; or

(f) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 317 of the Act.

PROCEEDINGS OF DIRECTORS

31. The Directors may meet together for the despatch of business adjourned and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom.

32. The quorum necessary for the transaction of the business of the Board may be fixed by the Directors, and unless so fixed shall be three elected Directors.

33. The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their minimum number is reduced below the number fixed by or pursuant to the Articles of the Association the continuing Directors or Director may act for the purpose of summoning a general meeting of the Association to elect a new Director(s), but for no other purpose.

34. The Board may elect a Chairman of their meetings and determine the period for which he is to hold office; but if no such Chairman is elected or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

35. All acts done by any meeting of the Board or a Committee, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

36. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

SECRETARY

37. The Board shall appoint a Secretary of the Association for such term at such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by them so long as no member of the Board is appointed to the salaried position of Secretary.

38. A provision of the Act or these articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

39. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a Committee of the Directors authorised by the Board in that behalf, and every instrument to which the Seal shall be affixed shall be signed by 2 Directors and shall be countersigned by the Secretary or by some other person appointed by the Board for the purpose.

40. The Board shall cause proper books of account to be kept with respect to
(a) all sums of money received and expended by the Association and all the matters in respect of which the receipt and expenditure takes place.

(b) all sales and purchases of goods by the Association; and

(c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

41. The books of account shall be kept at the Registered Office of the Association, or, subject to Section 222 of the Act at such other place or places as the Board thinks fit, and shall always be open to the inspection of the Directors.

42. The Board shall from time to time determine whether and to what extent and what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in general meeting.

43. The Board shall from time to time in accordance with Sections 221, and 222 of the Act cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

44. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together

with a copy of the auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Association. Provided that this article shall not require a copy of those documents to be sent to any persons of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDIT

45. Auditors shall be appointed and their duties regulated in accordance with Section 384 of the Act.

NOTICES

46. A notice may be given by the Association to any Member either personally or by sending it by post to him or his registered office. Where a notice is sent by post, service of the notice shall

be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiry of 24 hours after the letter containing the same is posted.

47. Notice of every general meeting shall be given in any manner herein before authorised to every member and to the auditors for the time being of the Association. No other person shall be entitled to receive notices of general meetings.

48. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

Names Addresses and Descriptions of Subscribers

Nicholas Patrick Couling
59 Chaddesley Glenn
Canford Cliffs
Poole
Dorset
BH13 7PB

Director

Dated Monday, 24 July 2006