



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

Company No. 6001740

The Registrar of Companies for England and Wales hereby certifies that

THE NATIONAL FEDERATION OF PROPERTY PROFESSIONALS

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, London, the 17th November 2006



N060017405



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

6001740

Company Name in full

THE NATIONAL FEDERATION OF PROPERTY PROFESSIONALS

I, Keith Stephen Dungate (an authorised signatory of L&A Secretarial Limited)

of 188 Brampton Road, Bexleyheath, Kent, DA7 4SY

† 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

Declared at 41 Tabernacle Street, London, EC2A 4AA

On Day Month Year
2 2 0 8 2 0 0 6

① Please print name.

before me ①

D. A. Spark

41 Tabernacle Street
London EC2A 4AA

Signed

† 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.

Tel
DX number DX exchange



LD1
COMPANIES HOUSE

50
17/11/2006

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 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
or LP - 4 Edinburgh 2



30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHWP000

**Declaration on application for registration of a company
exempt from the requirement to use the word "limited" or
"cyfngedig"**

6001740

Company Name in full

THE NATIONAL FEDERATION OF PROPERTY PROFESSIONALS

I, Keith Stephen Dungate (an authorised signatory of L&A Secretarial Ltd)

of 188 Brampton Road, Bexleyheath, Kent, DA7 4SY

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company~~ in the statement delivered under section 10 of the Companies Act 1985† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985.

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

Day Month Year

on 2 2 0 8 2 0 0 6

① Please print name.

before me ①

D - A SPARK

Signed

Date

22.8.08

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.



LD1
COMPANIES HOUSE

LH6SYKLG
49
17/11/2006

Form revised June 1998

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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

6001740

Company Name in full

THE NATIONAL FEDERATION OF PROPERTY PROFESSIONALS

Proposed Registered Office

31 CORSHAM STREET

(PO Box numbers only, are not acceptable)

Post town

LONDON

County / Region

Postcode

N1 6DR

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

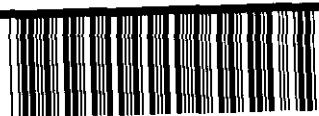
Number of continuation sheets attached

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the form. The contact information
that you give will be visible to
searchers of the public record.

Tel

DX number

DX exchange



LD1
COMPANIES HOUSE

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17/11/2006

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or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

L & A SECRETARIAL LIMITED

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 ††

31 CORSHAM STREET

Post town

LONDON

County / Region

Postcode

N1 6DR

Country

ENGLAND

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

Consent signature

Date

22/5/06

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

L & A REGISTRARS LIMITED

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 ††

31 CORSHAM STREET

Post town

LONDON

County / Region

Postcode

N1 6DR

Country

ENGLAND

Day Month Year

Date of birth

Nationality

UK REGISTERED

Business occupation

COMPANY REGISTRATION AGENT

Other directorships

NONE

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

Consent signature

Date

22/5/06

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

L & A SECRETARIAL LIMITED

Previous forename(s)

Previous surname(s)

Address ^{††}

31 CORSHAM STREET

Post town

LONDON

County / Region

Postcode

N1 6DR

Country

ENGLAND

Day Month Year

Date of birth

Nationality

UK REGISTERED

Business occupation

COMPANY REGISTRATION AGENT

Other directorships

NONE

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

Consent signature

Date

22/8/06

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).

Signed

Date

22/5/06

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

CH AK

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
of

**THE NATIONAL FEDERATION OF PROPERTY
PROFESSIONALS**

- 6001740
1. The Company's name is "THE NATIONAL FEDERATION OF PROPERTY PROFESSIONALS".
 2. The Company's registered office will be situate in England and Wales.
 3. The Company's objects are:-
 - (a) To promote unity and understanding among property professional and to protect the public against fraud, misrepresentation and malpractice.
 - (b) To acquire with or without consideration any legal and equitable estate or interest in land any personal property and any rights actions or privileges which the Company may think necessary for the promotion of its objects and to construct maintain demolish adapt and alter any buildings or erections necessary or convenient for the objects of the Company.
 - (c) To sell improve mortgage develop exchange lease dispose of turn to account or otherwise deal with all or any part of the property and rights of the Company.
 - (d) To let out or take on hire as places of assembly display centres or otherwise any part or parts of any land or buildings and in such divisions and manner as may seem expedient.
 - (e) To edit print and publish books periodicals circulars articles and other matter.
 - (f) To hold conferences seminars meetings lectures courses and discussions.
 - (g) To employ and remunerate all such officers and servants as may be required for the purposes of the Company and to grant pensions and retirement benefits to or for employees or former employees of the Company and to the widows children or other dependants of deceased employees who are in necessitous circumstances and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees of the Company their widows children and other dependants.



(h) To borrow or raise money for the purposes of the Company on such terms and on such security (if any) as may be thought fit and to issue any debentures or debenture stock whether perpetual irredeemable or otherwise.

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

(j) To raise funds and to invite and to receive subscriptions endowments grants (whether government municipal or from any statutory or charitable body or otherwise) and donations (whether real or personal property) and devises and bequests for all or any of the purposes aforesaid and to sell charge exchange or dispose of and lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Company and generally to manage invest and expend all monies belonging to the Company.

(k) 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 subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(l) To sell or to co-operate with others in selling in any building postcards souvenirs novelties promotional articles and gift merchandise for the purpose of promoting the objects of the Company.

(m) To establish operate and carry on or to co-operate with others in establishing operating and carrying on in any building which the Company is interested the supply thereof of food and drink and other refreshments by way of sale provided always that the amenities mentioned in this paragraph shall be provided only for the purposes of attending a performance meeting or function sponsored by the Company.

(n) To make representations at public enquiries appeals or in such other ways as shall appear necessary from time to time in furtherance of the objects of the Company.

(o) To employ and pay architects surveyors engineers construction experts accountants and solicitors and other professional persons clerks and other staff for the purpose of fulfilling the objects of the Company.

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

4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no member shall have any personal claim on any property of the Company 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 members of the Company provided always that nothing herein shall prevent the payment in good faith by the Company of a reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company or interest on money lent or reasonable and

proper rent for premises demised or let by any member to the Company but so that no member of the committee of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such committee except repayment of out of pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Company provided further that the provisions last aforesaid shall not apply to any payment to any company of which a member of the committee may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liabilities of the members is limited.

6. Every member of the Company undertakes to contribute such amount as may be required to the assets of the Company (not exceeding £10.00)if it should be 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 Company contracted before he ceases to be a member and the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.


7. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure takes place and of the property credits and liabilities of the Company 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 Company for the time being such accounts shall be open to inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness thereof and of the balance sheet ascertained by one or more auditor or auditors qualified to act as auditor under the Companies Act 1985.

8. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution or in default thereof by a judge of the High Court of Justice having jurisdiction in regard to charitable funds and if and insofar as effect cannot reasonably be given to the aforesaid provision then to some charitable object.

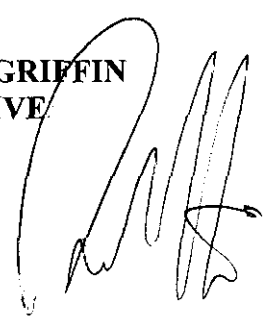
We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

**KEITH STEPHEN DUNGATE
188 BRAMPTON ROAD
BEXLEYHEATH
KENT DA7 4SY**



**BRIAN ROBERT GRIFFIN
1 ST MARY'S DRIVE
RIVERHEAD
SEVENOAKS
TN13 2AR**



DATED:

22nd August 2006

Witness to the above signatures:-

**ROBERT ALAN HICKFORD
10 HELENA PLACE
LONDON
E9 7NJ**



THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

**THE NATIONAL FEDERATION OF PROPERTY
PROFESSIONALS**

PRELIMINARY

1.(a) Regulations 2 to 35 inclusive, 54, 55, 57, 102 to 108 inclusive, 110, 114, 116 and 117 inclusive of Table A as set forth in The Companies (Tables A to F) Regulations 1985 as amended shall not apply to the Company named above (hereinafter called "the Company") but the Articles hereinafter set forth as may be amended from time to time ("the Articles") and, subject to the modifications hereinafter expressed, the remaining Regulations of the said Table A (hereinafter called "Table A") shall constitute the Articles of Association of the Company.

(b) The Articles are deemed to be delivered and completed as a Deed at the same time as incorporation, or adoption of the Articles by Special Resolution, of the Company as the case may be, and the Members for the time being are deemed to be bound accordingly by the Articles and acknowledge the effect under Section 14 of the Companies Act 1985 as to the Memorandum and Articles of Association of the Company.

INTERPRETATION

2. In Regulation 1 of Table A, the definition of "the Holder" shall be omitted.

MEMBERS

3. The Subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company. A person shall not be admitted as a Member of the Company unless permitted by the Memorandum of Association. Every person who wishes to become a Member shall execute and deliver to the

Company an application in writing for membership in any such form as the Directors may require.

4. Subject to the Memorandum of Association a Member may at any time withdraw from the Company by giving at least seven days' clear notice in writing to the Company. Membership shall not be transferable and shall cease on death.

NOTICE OF GENERAL MEETINGS

5. In Regulation 38 of Table A

(a) in paragraph (b) the words "of the total voting rights at the meeting of all the Members" shall be substituted for and to the exclusion of "in nominal value of the shares giving that Right" and

(b) the words "The notice shall be given to all the Members and to the Directors and Auditors" shall be substituted for and to the exclusion of the last sentence.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "and at any separate meeting of the holders of any class of shares in the Company" shall be omitted from Regulation 44 of Table A.

7. Paragraph (d) of Regulation 46 of Table A shall be omitted.

VOTES OF MEMBERS

8. On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

DIRECTORS' EXPENSES

9. The words "of any class of shares or" shall be omitted from Regulation 83 of Table A.

PROCEEDINGS OF DIRECTORS

10. In Paragraph (c) of Regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

MINUTES

11. The words "of the holders of any class of shares in the Company" shall be omitted from Regulation 100 of Table A.

NOTICES

12. The second sentence of Regulation 112 of Table A shall be omitted.
13. The words "or of the holders of any class of shares in the Company" shall be omitted from Regulation 113 of Table A.

BYE-LAWS

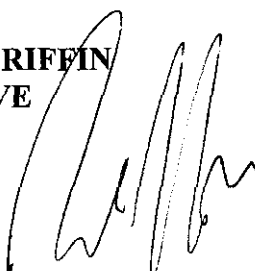
14. The Members, or the Directors if so authorised in general meeting by the Members, may make, amend, revoke and replace such bye-laws from time to time as they think fit Provided always that the Articles shall prevail in the case of inconsistency with any such bye-laws and the same shall not be or be deemed to be included in or form part of the Articles.

NAMES AND ADDRESSES OF SUBSCRIBERS

**KEITH STEPHEN DUNGATE
188 BRAMPTON ROAD
BEXLEYHEATH
KENT DA7 4SY**



**BRIAN ROBERT GRIFFIN
1 ST MARY'S DRIVE
RIVERHEAD
SEVENOAKS
TN13 2AR**



DATED: *22nd August 2006*

**Witness to the above signatures:-
ROBERT ALAN HICKFORD
10 HELENA PLACE
LONDON
E9 7NJ**

