

FILE COPY



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

Company No. 6405211

The Registrar of Companies for England and Wales hereby certifies that

J W H PROPERTIES 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 22nd October 2007



\*N064052116\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

Please complete in typescript,  
or in bold black capitals.

### Declaration on application for registration

Company Name in full

J W H Properties Limited

I, LISA-MARIESMITH

of HSR LAW, Law Chambers, 8 South Parade, Doncaster

† 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

3 South Parade, Doncaster

Day Month Year

On

18 10 07

† Please print name

before me †

WENDY HEZSELTINE

Signed

W. Hezseeltine

Date

18 10.07

† ~~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 any query with the form. The contact information that you give will be visible to searchers of the public record

HSR LAW, LAW CHAMBERS, 8 SOUTH PARADE, DONCASTER

DN1 2ED

Tel 01302347800

DX number 711895

DX exchange DONCASTER2

When you have completed and signed the form and it has been stamped by the Inland Revenue 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 DX 235 Edinburgh  
for companies registered in Scotland or LP- 4 Edinburgh 2

SATURDAY



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20/10/2007  
COMPANIES HOUSE

298

Please complete in typescript,  
or in bold black capitals.

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

Notes on completion appear on final page

**Company Name in full**

J W H PROPERTIES LIMITED

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

SPRINGFIELD, ST JOHN'S CLOSE

Post town

SCAMPTON

County / Region

LINCOLNSHIRE

Postcode

LN1 2SU

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

4

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

HSR LAW, <sup>VS</sup>THE LAW CHAMBERS, 8 SOUTH PARADE,

DONCASTER, DN1 2ED

Tel 01302 347800

DX number 711895

DX exchange DONCASTER 2

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COMPANIES HOUSE

**Company Secretary** (see notes 1-5)

Company name J W H PROPERTIES LIMITED

NAME

\*Style / Title

MR

\*Honours etc

\* voluntary details

Forename(s) ROGER TRESKO

Surname WILLIS

Previous forename(s)

Previous surname(s)

Address ††

†† 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

☐

103 LEY LANE, MANSFIELD WOODHOUSE

Post town MANSFIELD

County / Region NOTTINGHAM

Postcode NG19 8JU

Country ENGLAND

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

Consent signature

Date

17.10.2007

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

Please list directors in alphabetical order

NAME

\*Style / Title

MR

\*Honours etc

Forename(s) JOHN ANTHONY

Surname JENKINSON

Previous forename(s)

Previous surname(s)

Address ††

†† 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

☐

SPRINGFIELD, ST JOHN'S CLOSE

Post town SCAMPTON

County / Region LINCOLNSHIRE

Postcode LN1 2SU

Country ENGLAND

Day Month Year

Date of birth

17 05 1945

Nationality

BRITISH

Business occupation

DIRECTOR

Other directorships

NORMANBY MARINE LIMITED  
HATZFELD CARE LIMITED  
NORMANBY HOLDINGS LIMITED  
WEFCO (CAUSBOLOUGH) LTDULEX LTD.  
ACIS GROUP LTD.

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

Consent signature

Date

17/10/07

Company name

NAME

\*Style / Title

\*Honours etc

\* voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address <sup>††</sup>

†† 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

County / Region

Postcode

Country

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

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

\*Style / Title

MR

\*Honours etc

Forename(s)

KEVIN FRANCES

Surname

HAMEL

Previous forename(s)

Previous surname(s)

Address <sup>††</sup>

122 EAST MAIN STREET

Post town

JEWETT CITY

County / Region

C.T.

Postcode

CT06351

Country

USA

Day Month Year

Date of birth

07 03 58

Nationality

American

Business occupation

Builder

Other directorships


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


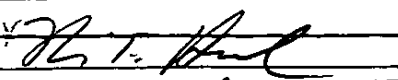

Consent signature

Date

17.10.2007

**Directors** (continued) (see notes 1-5)

* voluntary details	<b>NAME</b>	*Style / Title	MR	*Honours etc	
		Forename(s)	ROGER TRESKO		
		Surname	WILLIS		
		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.	<b>Address</b> ††	103 LEY LANE, MANSFIELD WOODHOUSE			
		Post town	MANSFIELD		
		County / Region	NOTTINGHAMSHIRE	Postcode	NG19 8JU
		Country	ENGLAND		
			Day	Month	Year
	<b>Date of birth</b>	08	04	1959	<b>Nationality</b> BRITISH
	<b>Business occupation</b>	DIRECTOR			
	<b>Other directorships</b>	HATZFELD CARE LIMITED WEFCO (GAINSBOROUGH) LIMITED NORMANBY MARINE LIMITED			
I consent to act as director of the company named on page 1					
	<b>Consent signature</b>	* 			<b>Date</b> 17.10.2007

<b>This section must be signed by</b>					
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	17.10.2007	
	Signed	AJXA J Jorlinson	Date	17.10.2007	
	Signed		Date	17.10.2007	
	Signed	RLX 	Date	17.10.2007	
	Signed		Date		
	Signed		Date		

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COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

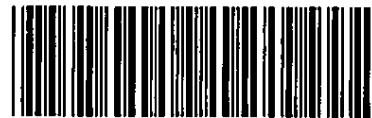
16788

J W H Properties Limited

100  
3  
£50  
7  
20 OCT 07

- 1 The name of the company is " J W H Properties Limited "
- 2 The Registered Office of the Company will be situate 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 share capital of the Company is One hundred pounds (£100 00) divided into One hundred (100 00) shares of One pound (£1 00) each

SATURDAY



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20/10/2007

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COMPANIES HOUSE

We, the people whose names and addresses are subscribed, respectively agree to  
take the number of shares in the capital of the Company set opposite our names

Name and address of subscribers	Signature	Number of shares taken by each subscriber
ANTHONY JOHN JENKINSON 8 Woodward Road Hunters Hill Sydney New South Wales 2110 Australia	Signature } In the presence of W Signature I Name T Address N E S S Occupation	<del>1 Ordinary Share</del>
ROGER TRESKO WILLIS 103 Ley Lane Mansfield Woodhouse Mansfield NOTTINGHAMSHIRE NG19 8JU	Signature } <i>R. T. Willis</i> In the presence of W Signature <i>W. Willis</i> I Name <i>WILLIAM SMITH</i> T Address <i>LAW CHAMBERS,</i> N <i>8 SOUTH PARADE,</i> E <i>DOUGLASS, DUNZED</i> S S Occupation <i>SOLICITOR</i>	1 Ordinary Share
JOHN ANTHONY JENKINSON Springfield St Johns close SCAMPTON Near Lincoln LN1 2SU	Signature } <i>J. A. Jenkinson</i> In the presence of W Signature <i>W. Jenkinson</i> I Name <i>VALERIE WABY</i> T Address <i>26 DEEPDALE LANE</i> N <i>NETTLEHAM</i> E <i>LINCOLN</i> S S Occupation <i>CHIEF EXEC.</i>	1 Ordinary Share



We, the people whose names and addresses are subscribed, respectively agree to  
take the number of shares in the capital of the Company set opposite our names

Name and address of subscribers	Signature	Number of shares taken by each subscriber
ANTHONY JOHN JENKINSON 8 Woodward Road Hunters Hill Sydney New South Wales 2110 Australia	Signature } <i>A.J. Jenkinson</i>  In the presence of  W Signature <i>J. Mesiti</i> I Name <i>J. MESITI</i> T Address <i>6 WOODWARD RD</i> N <i>HUNTERS HILL 2110</i> E <i>SYDNEY N.S.W</i> S <i>AUSTRALIA</i> S Occupation <i>DIRECTOR</i>	1 Ordinary Share
ROGER TESCO WILLIS 103 Ley Lane Mansfield Woodhouse Mansfield NOTTINGHAMSHIRE NG19 8JU	Signature }  In the presence of  W Signature I Name T Address N E S S Occupation	<del>4 Ordinary Share</del>
JOHN ANTHONY JENKINSON Springfield St Johns close SCAMPTON Near Lincoln LN1 2SU	Signature }  In the presence of  W Signature I Name T Address N E S S Occupation	<del>1 Ordinary Share</del>

Dated this 18th day of October 2007

Total: 3 ordinary shares

**THE COMPANIES ACTS 1985 AND 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION OF J W H Properties Limited**

**1 Preliminary**

- 1 1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and for the time being in force (Table A) apply to J W H Properties Limited (the Company) except in so far as they are excluded or varied by these articles.
- 1 2 Words and expressions defined in Regulation 1 of Table A have the same meanings in these articles where the context admits
- 1 3 Regulations 2, 3, 8, 24, 35, 41, 46, 54, 64, 66, 73–80, 84, 94 and 118 of Table A do not apply to the Company.
- 1 4 The Company is a private company and no shares or debentures of the Company may be offered to the public

**2 Share capital**

- 2 1 The share capital of the Company is £100 00 divided into 100 ordinary shares of £1 00 each
- 2 2 Subject to the provisions of the Act and without prejudice to the rights attached to any existing shares, any share may be issued with or have attached to it such rights or restrictions as the Company may by special resolution determine
- 2 3 In accordance with and subject to the provisions of Part V of the Act the Company may
- issue shares that are to be redeemed or are liable to be redeemed at the option of the Company or holder;
- purchase its own shares (including any redeemable shares),

make a payment in respect of the redemption or purchase of any of its own shares as authorised by these articles otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares

### 3 Lien

The Company shall have a first and paramount lien on all shares whether fully paid or not registered (whether as sole registered holder or as one of two or more joint holders) in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation

### 4 Transfer of shares

The directors may in their absolute discretion and without giving any reason refuse to register the transfer of any share whether or not it is a fully paid share

### 5 Proceedings at general meetings

5.1 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting is adjourned to such day and at such time and place as the directors may determine and if a quorum is not present within half an hour from the time appointed for the adjourned meeting the meeting is dissolved

5.2 A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote.

### 6 Votes of members

Subject to any rights or restrictions attached to any shares and to any other provisions of these articles, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every

member who is present or by proxy shall have one vote for every share of which he is the holder

## 7 Number of directors

Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one

## 8 Alternate directors

- 8.1 An alternate director may act as alternate director to more than one director and is entitled at a meeting of the directors or of a committee of the directors to one vote for every director that he acts as alternate director for in addition to his own vote (if any) as a director of the Company, but an alternate director counts as only one director in determining whether a quorum is present
- 8.2 An alternate director is entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member; to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his appointor's absence. But it is not necessary to give notice of such a meeting to an alternate director who is absent from the UK.
- 8.3 Unless otherwise determined by ordinary resolution of the Company, an alternate director is not entitled to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice to the Company direct

## 9 Powers of directors

- 9.1 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act for a period of five years from the date of incorporation of

the Company to allot all or any of the unissued shares of the Company The maximum aggregate nominal amount of ordinary shares that may be allotted is £100 00 This authority may be varied or revoked by ordinary resolution of the Company

- 9 2 The directors are authorised in accordance with section 91 of the Act to allot shares of the Company as if section 89(1) of the Act did not apply to the allotment This power will expire on the date the section 80 authority to which it relates is revoked or (if not renewed) expires, except that the directors may after such date allot securities pursuant to any offer or agreement to do so made before such date

#### 10 Appointment and retirement of directors

- 10 1 The directors are not subject to retirement by rotation

- 10.2 No person shall be appointed a director at any general meeting unless:

he is recommended by the directors, or

not less than 14 or more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed

- 10 3 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment as a director The notice shall give particulars of that person which

would, if he were so appointed, be required to be included in the Company's register of directors

10 4 Subject as aforesaid the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director

10 5 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any maximum number of directors that may be fixed by ordinary resolution

## 11 Directors' appointments and interests

Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate (unless the terms of his appointment provide otherwise) if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and Company.

## 12 Proceedings of directors

12 1 A person may participate in a meeting of the directors or of a committee of directors by means of electronic communication provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting

notwithstanding accidental disconnection of the means of electronic communication during the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting and shall be entitled to vote and be counted in the quorum.

- 12.2 Subject to disclosure in accordance with section 317 of the Act, a director is entitled to vote at any meeting of the directors or of a committee of directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, and in relation to any such resolution (whether or not he votes on the same) he is to be taken into account in calculating the quorum present at the meeting.

### 13 Indemnity

- 13.1 Subject to section 310 of the Act, 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 incurred by him in the execution of his duties or in relation to them, including any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted or in connection with any application under section 144(3) or (4) or section 727 of 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 his duties or in relation to them.
- 13.2 Pursuant to section 310(3) of the Act the Company may purchase and maintain indemnity insurance cover for any director, officer or auditor of the Company.

**Name and address of subscribers**

**: Anthony John Jenkinson**

}

A. J. Jenkinson

**Of** 8 Woodward Road  
Hunters Hill  
Sydney  
New South Wales  
2110 Australia

In the presence of

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Signature J Mesiti  
Name J MESITI  
Address 6 WOODWARD RD  
HUNTERS HILL 2110  
SYDNEY N.S.W  
AUSTRALIA  
Occupation DIRECTOR

**: Roger Tresco Willis**

}

R. Tresco Willis

**Of** 103 Ley Lane  
Mansfield Woodhouse  
Mansfield  
NOTTINGHAMSHIRE  
NG19 8JU

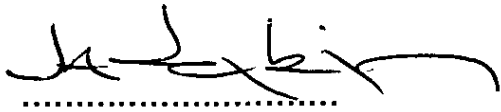
In the presence of

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Signature L.M. Smith  
Name LISA-MARIE SMITH  
Address LAW CHAMBERS,  
8 SOUTH PARADE,  
DONCASTER, DN1 2ED  
Occupation SOLICITOR




: John Anthony Jenkinson

}   
.....

Of Springfield  
St Johns Close  
SCAMPTON  
Near Lincoln  
LN1 2SU

In the presence of

W Signature   
I Name VALERIE WABY  
T Address 25 DEEPDALE LANE  
N NETTLEHAM  
E LINCOLN  
S  
S Occupation CHIEF EXEC.

~~42~~ : ~~Kevin Frances Hamel~~

Of 122 East Main Street  
Jewett City  
USA  
CT 06351

In the presence of

W  
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S  
Signature  
Name  
Address  
Occupation

Dated 18<sup>th</sup> day of October 2007