

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06641157

The Registrar of Companies for England and Wales hereby certifies that
SHARPLES 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 on 8th July 2008



N06641157H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



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

6641157

Company name

SHARPLES PROPERTIES LIMITED

I,

HIGHSTONE DIRECTORS LIMITED

of

**HIGHSTONE HOUSE 165 HIGH STREET
BARNET
HERTS
ENGLAND
EN5 5SU**

a

person named as a director 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: **08/07/2008**



XCAUV18H

*Company Name
in full:* **SHARPLES PROPERTIES LIMITED**

*Proposed Registered
Office:* **C/O HILTON FINANCIAL LIMITED 414 BLACKPOOL ROAD
ASHTON ON RIBBLE
PRESTON
LANCS
ENGLAND
PR2 2DX**

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

Agent's Name: **RHYS EVANS**
Agent's Address: **HIGHSTONE COMPANY FORMATIONS LIMITED
HIGHSTONE HOUSE
165 HIGH STREET
BARNET
HERTS
ENGLAND
EN5 5SU**

Company Secretary

Name **HIGHSTONE SECRETARIES LIMITED**

Address: **HIGHSTONE HOUSE 165 HIGH STREET
BARNET
HERTS
ENGLAND
EN5 5SU**

Consented to Act: **Y** *Date authorised* **08/07/2008** *Authenticated:* **YES**

Director 1:

Name **HIGHSTONE DIRECTORS LIMITED**

Address: **HIGHSTONE HOUSE 165 HIGH STREET
BARNET
HERTS
ENGLAND
EN5 5SU**

Consented to Act: **Y** *Date Authorised:* **08/07/2008** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber** *Date Authorised:* **08/07/2008** *Authenticated:* **Yes**

MEMORANDUM

AND

ARTICLES

OF

ASSOCIATION

OF

Sharples Properties Limited

Company No. 00000000

Incorporated On 08 July 2008

PRIVATE COMPANY LIMITED BY SHARES
THE COMPANIES ACTS 1985 TO 2006

HIGHSTONE COMPANY FORMATIONS LIMITED

Highstone House

165 High Street

Barnet

EN5 5SU

TELEPHONE.020-8440-7999

The Companies Act 1985 and 2006

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Sharples Properties Limited

1. The Company's name is Sharples Properties Limited.
2. The Company's registered office is to be situated in England & Wales.
3. The objects for which the company is established are:
 - (a) to carry on business as a general commercial company.
 - (b) to promote and to acquire all or any of the share or loan capital of any company wherever incorporated and engaging or proposing to engage in any activity an interest which appears likely to be advantageous to the Company, to provide administrative financial and other services and facilities for any company in which the Company is interested or for any other persons and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit including the share or loan capital or other obligation of any body corporate.
 - (c) to borrow or raise money in any manner and to secure the same or repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the Company, and in particular by the issue of debentures secured on all or any of the Company's property (both present and future) including its uncalled capital; and to purchase, redeem or pay off any securities.
 - (d) to do all or any of the above things either alone or as a member of a partnership, trading group or consortium, or through any subsidiary, and in any part of the world.

(e) to do all such things as may appear incidental or conducive to the pursuit or attainment of any of the above objects, or to exercise of any power (whether express or implied) possessed by the company.

4. The liability of the members is limited.
 5. The Company's share capital is £1000 divided into 1000 shares of £1 each.
-

I, the Subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and I agree to take the number of shares shown opposite my name.

NAMES AND ADDRESSES OF SUBSCRIBER	Number of Shares taken by each Subscriber
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Name, Address and Description of the Subscriber,

Highstone Directors Limited
Highstone House
165 High Street
Barnet
Herts
EN5 5SU
England

Number of shares taken : 1

Dated this the 08 July 2008

The Companies Act 1985 to 2006

COMPANY LIMITED BY SHARES

Articles of Association

OF

Sharples Properties Limited

1 Preliminary

1.1 In these Articles:

“**Act**” means the Companies Act 1985 (“**1985**”), so long as in force, and any provisions of the Companies Act 2006 (“**CA 2006**”) for the time being in force, in each case as amended.

“**Statutes**” means the Act and any statutory modification or re-enactment of the Act for the time being in force and every other Act for the time being in force concerning companies and affecting the Company.

“**Table A**” means Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985, The Companies Act 1985 (Electronic Communications) Order 2000, The Companies (Tables A to F) (Amendment) Regulations 2007 (so far as they

apply to private companies) and The Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007. References to regulations are to regulations in Table A.

- 1.2 Subject as provided below, the regulations contained in Table A shall apply to the Company.
- 1.3 Regulations 64 and 76 to 78 inclusive, shall not apply to the Company, but the Articles contained in this document and the remaining regulations of Table A, subject to the modifications set out below, shall constitute the regulations of the Company.
- 1.4 Other expressions defined in Table A shall bear the same meaning in these Articles.

2 Shares

- 2.1 The share capital of the Company at the date of the adoption of these Articles is £1000 divided into 1000 Ordinary Shares of £1 each.
- 2.2 Subject to the provisions of Articles 2.3 and 2.4 and to any directions which may be given by the Company in general meeting, the Directors may unconditionally exercise the power of the Company to allot:
 - (a) relevant securities (within the meaning of section 80(2) CA 1985, so long as that section is in force); and
 - (b) shares for the purpose of section 551 CA 2006, when in force and without prejudice to the generality of the above authority any shares unissued at the date of adoption of these Articles and any shares subsequently created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of any of those shares to such persons (including the Directors themselves) on such terms and at such times as they may think proper, except that no share shall be issued at a discount.
- 2.3 The maximum nominal amount of share capital which or in respect of which the Directors may allot, grant options or subscription or conversion rights, create, deal or otherwise dispose of in accordance with this Article shall be £[] or such other amount as shall be authorised by the Company in general meeting.

2.4 The authority conferred on the Directors by Articles 2.2 and 2.3 shall expire on the day preceding the fifth anniversary of the date of [incorporation of the Company/adoption of these Articles].

2.5 The provisions of section 89(1) CA 1985 or, when in force, section 561(1) [CA 2006 shall not apply to the Company.

3 Lien

3.1 The lien conferred by regulation 8 shall apply to:

- (a) all shares of the Company whether fully paid or not;
- (b) all shares registered in the name of any person indebted or under liability to the Company, whether that person is the sole registered holder of the relevant share or one of several joint holders,

and shall be for all indebtedness or other liability to the Company of any member.

Regulation 8 shall be modified accordingly.

4 Transfer of shares

4.1 The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 shall be modified accordingly.

5 General meetings

5.1 A general meeting shall be called by at least 14 days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote, being a majority together holding not less than 90 per cent in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it.

Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and the auditors.

- 5.2 Regulation 41 shall be modified by the addition at the end of that regulation of the following sentence: “If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved”.
- 5.3 A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.
- 5.4 At or before the time a proposed written resolution is supplied to a member for signature, the Directors and the secretary of the Company shall, if the Company has auditors, ensure that a copy of the resolution is sent to them, or that they are otherwise notified of its contents.
- 5.5 A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

6 Directors

- 6.1 The first Directors shall be appointed in writing by completion of the statement required to be delivered for registration by section [10 CA 1985] [12 of the Act *from 1 October 2009*].

7 Powers and duties of Directors

- 7.1 Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any of its subsidiaries) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other

company and be remunerated for so acting. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the relevant matter is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 shall be modified accordingly.

8 Appointment, removal and disqualification of Directors

8.1 Without prejudice to the powers of the Company under section 168 CA 2006 to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director however appointed. Any such appointment or removal shall be effected:

- (a) by a notice signed by the member or members making the appointment or removal or (in the case of a member being a corporation) signed on its behalf by one of its directors or its secretary and shall take effect on lodgement at the registered office of the Company; or
- (b) by an electronic communication and shall take effect on receipt of the relevant communication at the registered office of the Company; regulation 115 (as modified by Article 12.2 below) shall apply in determining proof of receipt.

8.2 The office of a Director shall be vacated if he is removed from office under Article 8.1. Regulation 81 shall be modified accordingly.

9 Alternate Directors

9.1 Any appointment or removal of an alternate Director made under Table A shall be delivered at the registered office of the Company.

9.2 If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director

shall be deemed to be a Director for the purpose of signing instruments for the purpose of Article 11.

- 9.3 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent, mutatis mutandis, as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as that appointor may by notice in writing to the Company from time to time direct.

10 Proceedings of Directors

- 10.1 Any Director or member of a committee of the Directors may participate in a meeting of the Directors or that committee by means of conference telephone, video conference or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at the relevant meeting.
- 10.2 The following sentence shall be inserted after the first sentence of regulation 72: “Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company.”.
- 10.3 For a signed resolution under regulation 93 to be effective it shall not be necessary for it to be signed by a Director who is prohibited by the Articles or by law from voting on that resolution. Regulation 93 shall be modified accordingly.

11 The seal

- 11.1 If the Company has a seal, it shall only be used with the authority of the Directors or a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director. The obligation under regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal.

11.2 If the Company has a common seal, the Company may also have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using any such official seal, and may impose such restrictions on its use as may be thought fit. Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as referred to in this Article 11.2.

12 Notices

12.1 Every Director of the Company shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes. The third sentence of regulation 112 shall be deleted.

12.2 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including facsimile or by electronic communication in accordance with regulation 111, but as if the words “(other than a notice calling a meeting of the directors)” were omitted, and a notice communicated by any such form of immediate transmission shall be deemed to be given in accordance with regulation 115.

13 Indemnity

13.1 To the fullest extent permitted by law:

- (a) every director, alternate director, secretary or other officer of the Company or of any other company which is a subsidiary of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, damages and liabilities incurred by him in the actual or purported execution or discharge of his duties or exercise of his powers or otherwise in relation to his office, including (without limitation) any liability incurred in defending any proceedings (whether civil or criminal) which relate to anything

done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company or of any other company which is a subsidiary of the Company, but in each case without prejudice to any indemnity to which he may be otherwise entitled;

- (b) the Directors may authorise loans by the Company to any director, alternate director, secretary or other officer of the Company or of any other company which is a subsidiary of the Company for the purposes of meeting any liability incurred in defending any proceedings referred to in Article 13.1(a) above; and
- (c) the Directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a director or other officer or employee of the Company or of any other company which is a subsidiary of the Company indemnifying that person against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer or employee.

NAMES AND ADDRESSES OF SUBSCRIBERS

Name, Address and Description of the Subscriber,

Highstone Directors Limited
Highstone House
165 High Street
Barnet
Herts
EN5 5SU
England

Number of shares taken : 1

Dated this the 08 July 2008
