



FILE COPY

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

Company No. 6728762

The Registrar of Companies for England and Wales hereby certifies that

62 ISLEDON FREEHOLD COMPANY 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 **21st October 2008**



N06728762P



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

008330/20

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

MEMORANDUM OF ASSOCIATION

of

62 ISLEDON FREEHOLD COMPANY LIMITED

SATURDAY



A73 18/10/2008 218
COMPANIES HOUSE

- 1 The Company's name is **62 ISLEDON FREEHOLD COMPANY LIMITED**
- 2 The company's registered office is to be situated in England and Wales
- 3 The company's object are -
 - A 1 To manage and administer the freehold or leasehold property or properties known as 62 Isledon Road, London N7 7LB called "the estate") and any other land, buildings and property, either on its own account or as a trustee, nominee or agent of any other company or person
 - ii To acquire and deal with and take options over any property, real or personal, including the estate, and any rights or privileges of any kind over or in respect of any property, and to improve, develop, sell, lease, accept, surrender, or dispose of or otherwise deal with all or any part of such property and any and all rights of the company, therein or thereto
 - iii To collect all rents, charges and other income and to pay any rates, taxes, charges, duties, levies, assessments, or other outgoings of whatsoever nature charged, assessed or imposed on or in respect of the estate or any part thereof
 - iv To provide services of every description in relation to the estate and to maintain, repair, renew, redecorate, repaint, clean, construct, alter and add to the estate, and to arrange for the supply to it of services and amenities and to the maintenance of the same and the cultivation, maintenance, landscaping and planting of any land, gardens or grounds comprised in the estate and to enter into contracts with builders, tenants, contractors and others and to employ appropriate staff and managing or other agents whatsoever in relation thereto
 - v To insure the estate or any other property of the company or in which it has an interest against damage or destruction and such other risks as maybe considered necessary, appropriate or desirable and to ensure the company against public liability and any other risks which it may consider prudent or desirable to ensure against
 - vi To establish and maintain capital reserves, management funds and any form of sinking fund in order to pay or contribute towards all fees, costs and other expenses incurred in the implementation of the company's objects and to require the members of the company to contribute towards such reserves or funds and such times, in such amounts and in such manner as the company may think fit and to invest and deal in and with such monies not immediately required in such manner as may from time to time be determined
- B To carry on any other trade or business whatever which can in the opinion of the board of directors be advantageously carried on in connection with or ancillary to any of the businesses of the company
- C To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the company

- D To invest and deal with the monies of the company not immediately required in such manner as maybe from time to time determined and to hold or otherwise deal with any investments made
- E To lend and advance money or give credit on any terms and with or without security to any person, firm or company, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company
- F To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the company's property or assets (whether present or future), and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the company of any obligation or liability it may undertake or which may become binding on it
- G To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments
- H To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the company's objects or any of them, and to obtain from any such government or authority and charters, decrees, rights privileges or concessions which the company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions
- I To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the company, or to contract with any person, firm or company, to pay the same
- J To give or award pensions, annuities, gratuities and super annuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of or who are or have been employed by, or who are serving or have served the company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance, and to set up, establish, support and maintain super annuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives or dependants
- K To distribute among the members of the company in kind any property of the company of whatever nature
- L To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and buy or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others
- M To do all such other things as may be deemed incidental or conducive to the attainment of the company's objects or any of them

AND SO THAT

- i None of the objects set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other

sub-clause of this clause, or by reference to or inference from the name of the company

- ii None of the sub-clauses of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause and the company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate company
- iii The word "company" in this clause, except where used in reference to the company shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere
- iv In this clause the expression " the Act" means the Companies Act 1985 but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force,

4 The liability of the members is limited

5 Every member of the company undertakes to contribute such amount as may be required (not exceeding £1 00) to the company's assets 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 company's debts and liabilities 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 contributories among themselves

We the subscribers to the memorandum of association, wish to be formed into a company pursuant to the memorandum

Names and addresses of Subscribers

Sara Costigan
82 St John Street
London
EC1M 4JN



Company Director

Dated this 17th day of October 2008

Witness to the above signatures

Jeffrey Goodwin
82 St John Street
London
EC1M 4JN



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

62 ISLEDON FREEHOLD COMPANY LIMITED

PRELIMINARY

- 1 A The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 no 805) as amended by the Companies (Tables A to F) (amendment) Regulations 1985 (SI 1985 no 1052) (such Table being hereinafter called "Table A") shall apply to the company save insofar as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the articles hereinafter contained shall be the regulations of the company
- B Clauses 2 to 35 (inclusive), 57, 59, 102 to 108 (inclusive), 110, 114, 116 and 117 in Table A shall not apply to the company

INTERPRETATION

- 2 A In these articles -

"The Act" means the Companies Act 1985, but so that any reference in these articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force,

"The Estate" shall have the meaning assigned to it in the memorandum of association but shall also include any other land, building or premises for the time being also owned and/or managed or administered by the company,

"Dwelling" means any residential unit comprised in the estate,

"Dwelling holder" means the person or persons to whom a lease or tenancy of a dwelling has been granted or assigned or who holds the freehold of a dwelling and so that whenever two or more persons are for the time being dwelling holders of a dwelling they shall for all purposes of these articles be deemed to constitute one dwelling holder

- B Clause 1 in Table A shall be read and construed as if the definition of "the holder" were omitted therefrom

MEMBERS

- 3 The subscribers to the memorandum of association shall be members of the company A subscriber may nominate any person acquiring that Member's Dwelling to succeed him as a member of the company and any person so nominated shall have the same power to nominate a person to succeed him as if he had been a subscriber Save as aforesaid, no person shall be admitted as a member of the company other than a Dwelling Holder nominated by a member The company must accept as a member every person who is or who shall have become entitled to be admitted as a member and shall have complied with either of the signature provisions set out in article 5

- 4 The provisions of Section 352 of the Act shall be observed by the company and every member of the company other than the subscribers to the memorandum of association shall either sign a written consent to become a member or sign the register of members on becoming a member. If two or more persons are together a Dwelling Holder each shall so comply, they shall together constitute one member and the person whose name first appears in the register of members shall exercise the voting powers vested in such member.
- 5 A Dwelling Holder shall cease to be a member on the registration as a member of the successor to his Dwelling and shall not resign as a member while holding, whether alone or jointly with others, a legal estate in any Dwelling.
- 6 If a member shall die or be adjudged bankrupt his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a member provided that he or they shall for the time being be a Dwelling Holder.

GENERAL MEETINGS AND RESOLUTIONS

- 8A An annual general meeting and extraordinary general meeting called for the passing of a special resolution or a resolution appointing a member as a director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed -
 - i In the case of an annual general meeting, by all the members invited to attend and vote thereat, and
 - ii In the case of any other general meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than 95% of the total voting rights at the meeting of all the members.
- B The notice shall specify the time and place of the meeting and, in the case of special business the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- C The notice shall be given to all members and to the auditors and to every person being a legal personal representative or a trustee in bankruptcy of a member where the member, but for his death or bankruptcy, would be entitled to receive notice of the meeting.
- D All business shall be deemed special that is transacted at an extraordinary general meeting and also that is transacted at annual general meeting with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the directors and auditors, and the appointment of, and the fixing of the remuneration of, the auditors.
- E Clause 38 in Table A shall not apply to the company.
- F Any member of the company entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the meeting. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies.
- 9A Clause 40 in Table A shall be read and construed as if the words "at the time when the meeting proceeds to business" were added at the end of the first sentence.
 - B If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting 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 directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefore such adjourned general meeting shall be dissolved.

- C If and for so long as the company has only one member, that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum
- D Clause 41 in Table A shall not apply to the company
- E If and for so long as the company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the company in general meeting save that this paragraph shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act
- F Any decision taken by a sole member pursuant to paragraph (E) shall be recorded in writing and delivered by that member to the company for entry in the Company' Minute Book
- 10 Clause 46 in Table A shall be read and construed as if paragraph (D) was omitted therefrom

VOTES OF MEMBERS

- 11A Every member present in person or by proxy at a general meeting shall have one vote PROVIDED THAT where no dwelling holder exists in respect of any dwelling those members who are subscribers to the memorandum of association or who became members as a result of having been nominated by a subscriber to the memorandum of association under article 3 or if there is only one such member or person nominated under Article 3 that member either jointly if there is more than one such member or alone if there is only one such member shall have three votes in respect of every dwelling in addition to their own vote or votes as members
- B Clauses 54 and 55 in Table A shall not apply to the company

APPOINTMENT OF DIRECTORS

- 12A Clause 64 in Table A shall not apply to the company
- B The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the company Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one
- C The directors shall not be required to retire by rotation and clauses 73 to 80 (inclusive) in Table A shall not apply to the company
- D Save for the persons who are deemed to have been appointed as the first directors of the company on incorporation pursuant to Section 13(5) of the Act, no person who is not a member of the company shall in any circumstances be eligible to hold office as a director Clause 44 in Table A shall not apply to the company
- E Clause 83 in Table A shall be read and construed as if the words "of any class of shares or" were omitted therefrom
- F No member shall be appointed a director at any general meeting unless either -
 - i he is recommended by the directors, or
 - ii not less than 14 nor more than 35 clear days before the date appointed for the general meeting notice executed by a member qualified to vote at the general meeting has been given to the company of the intention to propose that member for appointment together with notice executed by that member of his willingness to be appointed
- G Subject to paragraph (F) above the company may by ordinary resolution in general meeting appoint any member who is willing to act to be a director, either to fill a vacancy or as an additional director

- H The directors may appoint a member 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 number determined in accordance with paragraph (B) above as the maximum number of directors and for the time being in force

BORROWING POWERS

- 13 The directors may exercise all the powers of the company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and to grant any mortgage charge and standard security over its undertaking and property or any part thereof and to issue debentures whether outright or as security for any debt liability or obligation of the company or of any third party

ALTERNATE DIRECTORS

- 14 A No person who is not a member of the company shall be capable of being appointed as an alternate director Clause 65 in Table A shall be modified accordingly
- B An alternate director shall not be entitled as such 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 in writing to the company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly
- C A director or any other member approved by resolution of the directors and willing to act, may act as an alternate director to represent more than one director and an alternate director shall be entitled at any meeting of the directors or of any committee to one vote for every director whom he represents in addition to his own vote (if any) as a director but he shall count as only one for the purpose of determining whether a quorum is present

DISQUALIFICATION OF DIRECTORS

- 15 The office of a director shall be vacated if he ceases to be a member of the company or if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and clause 81 in Table A shall be modified accordingly

GRATUITIES AND PENSION

- 16 A The directors may exercise the powers of the company conferred by Clause 3(J) of the memorandum of association of the company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers
- B Clause 87 in Table A shall not apply to the company

PROCEEDING OF DIRECTORS

- 17 A A director may vote at any meeting of the directors or of any committee of the directors on any resolution notwithstanding that in any way concerns or relates to a matter in which he has directly or indirectly any kind of interest whatsoever and if he shall vote of any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating a quorum present at the meeting,
- B Clauses 94 to 97 (inclusive) in Table A shall not apply to the company

MINUTES

- 18 Clause 100 in Table A shall be read and construed as if the words "of the holders of any class of shares in the company" were omitted therefrom

NOTICES

- 19 Clause 112 in Table A shall be read and construed as if the second sentence was omitted therefrom
- 20 Clause 113 in Table A shall be read and construed as if the words "or of the holders of any class of shares in the company" were omitted therefrom

THE SEAL

- 21 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 company secretary or second director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the company has a seal. Clause 101 of Table A shall not apply to the company

INDEMNITY

- 22 A 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 which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 144 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 or to be incurred by the company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act
- B The directors shall have the power to purchase any maintain for any director officer or auditor of the company insurance against any such liability as is referred to in Section 310(1) of the Act from and after the bringing into force Section 137 of the Companies Act 1989
- C Clause 118 in Table A shall not apply to the company

RULES OR BYLAWS

- 22 The directors may from time to time make such rules or bylaws as they may deem necessary or expedient or convenient for the proper conduct and management of the company and for the purposes of prescribing the classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing they shall by such rules or bylaws regulate -
- A The admission and classification of members of the company and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees subscriptions and other fees charges contributions or payments to be made by members
- B The conduct of members of the company in relation to one another, and to the company and to the company's servants or agents
- C The setting aside of the whole or any part or parts of the estate at any particular time or times or for a particular purpose or purposes
- D The procedure at general meetings and meetings of the directors and committees of the directors of the company insofar as such procedure is not regulated by these articles

E And generally all such matters as are commonly the subject matter of the company rules or regulations appropriate to property of a similar nature and type as the estate

The company in general meeting shall have power to alter or repeal the rules or bylaws and to make additions thereto and the directors shall adopt such means as they deem sufficient to bring to the notice of members of the company all such rules or bylaws which so long as they shall be in force shall be binding on all members of the company Provided nevertheless that no rule or bylaw shall be inconsistent with or shall effect or repeal anything contained in the memorandum or articles of association of the company

Names and addresses of Subscribers

Sara Costigan
82 St John Street
London
EC1M 4JN



Company Director

Date this 17th day of October 2008

Witness to the above signatures

Jeffrey Goodwin
82 St John Street
London
EC1M 4JN





Companies House
for the new and -

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Please complete in typescript,
or in bold black capitals

CHWP000

Declaration on application for registration

Company Name in full

62 ISLEDON FREEHOLD COMPANY
LIMITED

I, SARA COSTIGAN

of 82 ST JOHN STREET LONDON EC1M 4JN

† 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

S. Costigan

Declared at

PINI BINGHAM & PARTNERS

30 ST JOHN'S LANE LONDON EC1M 4NB
TEL 020 7689 2000 FAX 020 7689 2001

Day Month Year

On 17 10 2008

● Please print name

before me ●

GUY GREWAR

Signed

[Signature]

Date

17/10/08

† 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.

VANTIS 82 ST JOHN STREET LONDON
EC1M 4JN

Tel 0207 417 0417

DX number

DX exchange

Companies House receipt date barcode

*This form has been provided free of charge
by Companies House*

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



Companies House
for the record

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*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

Company Name in full

62 ISLEDON FREEHOLD COMPANY
LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

82 ST JOHN STREET

Post town

LONDON

County / Region

Postcode

EC1M 4JN

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
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searchers of the public record

VANTIS, 82 ST JOHN STREET LONDON
EC1M 4JN

Tel 0207 4170417

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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
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name		62 ISLEDON FREEHOLD COMPANY LIMITED	
NAME	*Style / Title		*Honours etc
Forename(s)			
Surname			
Previous forename(s)			
Previous surname(s)			
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		*Honours etc			
Forename(s)		SARA				
Surname		COSTIGAN				
Previous forename(s)						
Previous surname(s)						
Address **		82 ST JOHN STREET				
Post town		LONDON				
County / Region		Postcode	EC1M 4JN			
Country						
Date of birth		Day	Month	Year	Nationality	
		018	019	1191710		BRITISH
Business occupation		DIRECTOR				
Other directorships		NONE				
I consent to act as director of the company named on page 1						
Consent signature		S. Costigan		Date	17/10/08	

Please list directors in alphabetical order

*Honours etc

* Voluntary details

Forename(s)

Surname

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date _____

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 _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____