

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06798239

The Registrar of Companies for England and Wales hereby certifies that
1 HEENE ROAD 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 22nd January 2009



N06798239V



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

6798239

Company name

1 HEENE ROAD LIMITED

I,

CLAIRE LOUISE CASTELL

of

**1 HEENE ROAD
WORTHING
WEST SUSSEX
BN11 3RN**

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: **21/01/2009**



XKHUZ6PM

*Company Name
in full:* **1 HEENE ROAD LIMITED**

*Proposed Registered
Office:* **1 HEENE ROAD
WORTHING
WEST SUSSEX
BN11 3RN**

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

Agent's Name: **7SIDE LIMITED**

Agent's Address: **14/18 CITY ROAD
CARDIFF
CF24 3DL**

Company Secretary

Name **CLAIRE LOUISE CASTELL**

Address: **1 HEENE ROAD
WORTHING
WEST SUSSEX
BN11 3RN**

Consented to Act: **Y** *Date authorised* **22/01/2009** *Authenticated:* **YES**

Director]:

Name **CLAIRE LOUISE CASTELL**

Address: **1 HEENE ROAD
WORTHING
WEST SUSSEX
BN11 3RN**

Nationality: **BRITISH**

Business occupation: **PROPERTY MANAGEMENT AGENT**

Date of birth: **29/06/1960**

Consented to Act: **Y** *Date Authorised:* **22/01/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber**

Date Authorised: **21/01/2009**

Authenticated: **Yes**

The Companies Acts 1985 to 1989

Private Company Limited by Shares

Memorandum of Association

of

1 HEENE ROAD LIMITED

1. The name of the Company is 1 HEENE ROAD LIMITED.
2. The registered office of the Company will be situated in England and Wales.
3.
 - (a) The Company's objects are to acquire the freehold development situated at 1 Heene Road, Worthing, West Sussex, BN11 3RN (hereinafter referred to as "the development") and to hold the same as an investment for the benefit of the Lessees of the Flats comprised therein.
 - (b) To manage the development aforesaid and to collect the rents and income thereof and to supply to the lessees the services undertaken by the Lessor under the Leases of the Flats comprised in the development aforesaid and generally to discharge the duties of the freeholder of the development aforesaid from time to time.
 - (c) To acquire and deal with or invest in any property real or personal and to carry on any trade or business and to erect any buildings and generally to do all acts and things which in the opinion of the Company or the Directors may be conveniently or profitably or usefully acquired or dealt with invested in carried on erected or done by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
 - (d) To do all or any of the following acts or things, viz:- to pay all expenses of and incidental to the formation and registration of the Company; to sell, lease or dispose of any property of the Company; to draw, accept and negotiate negotiable instruments; to borrow money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital, or without security; to invest monies of the Company in such manner as the Directors determine; to promote other Companies; to sell the undertaking of the Company for cash or any other consideration; to distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
 - (e) To lend and advance money or give credit to such persons firms or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to give guarantees or become surety for any such persons firms or companies.
 - (f) To do all such other things as are incidental to or conducive to the attainment of the above objects or any of them or as are calculated to enhance the value and beneficial advantage of the development aforesaid and the Flats comprised therein.

4. The liability of the members is limited.

5. No person shall be admitted to membership of the Company other than the subscribers hereto and the Lessees from time to time of the Flats comprised in the development aforesaid holding under Head Leases derived immediately out of the freehold interest therein. Section 17 of the Companies Act, 1985 shall not apply to this paragraph.

6. The Company's share capital is £6 divided into 6 shares of £1 each each. The Shares in the original or any increased capital may be divided into several classes and there may be attached to any such class any preferential deferred or other special rights privileges conditions or restrictions as to dividend capital voting or otherwise.

The subscriber to this Memorandum of Association, wishes to be formed into a Company pursuant to this Memorandum; and agrees to take the number of Shares shown opposite the subscriber's name

NAME AND ADDRESS OF SUBSCRIBER	Number of shares taken by the subscriber
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Claire Louise Castell
1 Heene Road
Worthing
West Sussex
BN11 3RN

SIX

DATED 21 January 2009

The Companies Acts 1985 to 1989

The Companies Act 2006

Private Company Limited by Shares

Articles of Association

of

1 HEENE ROAD LIMITED

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act 1985 and the Regulations contained in 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 and The Companies (Tables A to F)(Amendment)(No.2) Regulations 2007 so far as it relates to private companies limited by shares (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby.

2. (a) The Clauses of Table A numbered 2, 3, 24, 32, 76, 77, 79, 87, 102 to 108 inclusive and 110 shall not apply and in lieu thereof and in addition to the remaining Clauses of Table A the following shall be the regulations of the Company.

(b) Any reference in these Articles to "the Acts" shall mean the Companies Act 1985 as amended or extended by any other enactment or any statutory re-enactment thereof ("the 1985 Act") and any provisions of the Companies Act 2006 for the time being in force ("the 2006 Act").

SHARES

3. The Share Capital of the Company is £6 divided into 6 shares of £1 each.

4. The lien conferred by Clause 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

5. The only persons eligible to be members of the Company shall be the subscribers to these Articles and the lessees of Flats contained in the development known as 1 Heene Road, Worthing, West Sussex, BN11 3RN (hereinafter called "the Building") or their Personal Representatives and their Successors in Title. Save as aforesaid no shares may be allotted or issued except with the previous sanction of a Special Resolution of the Company in General Meeting.

6. Shares shall be transferred and may only be transferred upon or immediately before a change in the ownership of the Flat in respect of which they are held and to the person becoming or about to become upon such change the owner of the Flat.

7. The price to be paid on the transfer of shares shall in default of agreement between the Transferor and the Transferee be the nominal value of such shares.

8. If the holder of a share refuses or neglects to transfer it in accordance with these Articles the Chairman for the time being of the Directors or, failing him, one of the Directors duly nominated by resolution of the Board for that purpose, shall forthwith be deemed to be the duly appointed Attorney of that holder with full power in his name and on his behalf to execute complete and deliver a transfer of the share to the person to whom it should be transferred thereunder and the Company may receive and give a good discharge for the purchase money and enter the name of the Transferee in the Register of Members as the holder by transfer of that share.

9. If more than one person is jointly the owner of a Flat those persons shall jointly hold the corresponding share in the Company but shall have only one voting right of such share which shall be cast by the Holder whose name first appears in the Register of Members.

10. Upon the death or bankruptcy of a member unless his Personal Representatives or Trustee in Bankruptcy shall within 90 days from such event execute a valid transfer or request for registration of the member's share to a permitted holder of the share including if applicable themselves, the Directors shall be empowered to authorise one of their number to execute a transfer to a permitted holder of the said share on behalf of those entitled to the same.

11. In the event of a permitted holder ceasing to be a tenant of a Flat contained in the Building

- (a) he shall not be entitled to exercise any of the powers of a member of the Company
- (b) he shall cease to be a Director of the Company and
- (c) in default of his executing a transfer of his share within one month after such event the Directors may authorise some person to transfer the share to any other person qualified to be the permitted holder thereof.

GENERAL MEETINGS AND RESOLUTIONS

12. Every notice convening a General Meeting shall comply with the provisions of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors.

13. Regulation 41 in Table A shall be read and construed as if the words, "and 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" were added at the end.

14. In addition to the requirements of Regulation 100 of Table A, the Directors shall also insert in the minute book of the Company a memorandum of all decisions taken by a sole Member when the Company has only one Member which are taken by the Company in General Meeting and which have effect as if agreed in General Meeting.

SECRETARY

15. Regulation 99 in Table A shall be read and construed as if the words "(if any)" were inserted after the words "the secretary".

DIRECTORS

16. (a) The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10 of the 1985 Act.

(b) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have the authority to exercise all the powers and discretions

conferred by Table A or these Articles and expressed to be vested in the Directors generally and Regulation 89 in Table A shall be modified accordingly.

(c) The qualification for a Director shall be the holding of one share in the Company. The Office of a Director shall be vacated if he shall cease to hold his share qualifications.

(d) Regulation 64 in Table A shall not apply to the Company.

17. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

18. Subject to the provisions of the Acts, Regulation 94 in Table A shall not apply to the Company and a Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum present at any meeting when any such contract or arrangement is under consideration.

BORROWING POWERS OF DIRECTORS

19. The Directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the Share Capital of the Company for the time being issued or not and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

20. A Director may by writing appoint any person to be an alternate Director in his place. The person so appointed shall (a) not be required to hold any qualification share (b) shall be entitled to receive notices of and to attend and vote at Meetings of the Board (c) shall vacate his office when the appointor resolves his appointment or the appointor himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at Meetings of the Board and the power of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a Meeting of the Board. Regulations 65 and 66 of Table A shall not apply to this Company.

NOTICES

21. The persons mentioned in Clause 116 of Table A (being the persons on whom the ownership of a share devolves as personal representatives or trustee in bankruptcy of a member) shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company.

NAME AND ADDRESS OF SUBSCRIBER

Claire Louise Castell
1 Heene Road
Worthing
West Sussex
BN11 3RN

DATED 21 January 2009