

# File Copy



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06815944

The Registrar of Companies for England and Wales hereby certifies that  
PAUL COOPER PLASTERING 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 11th February 2009



\*N06815944O\*



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

**6815944**

Company name

**PAUL COOPER PLASTERING LIMITED**

I,

**ABC Company Secretaries Ltd**

of

**8 Kings Road  
Clifton  
Bristol  
BS8 4AB**

a

person named as a secretary 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: **10/02/2009**

XPRT979V

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*Company Name  
in full:* **PAUL COOPER PLASTERING LIMITED**

*Proposed Registered  
Office:* **8 KINGS ROAD  
CLIFTON  
BRISTOL  
UK  
BS8 4AB**

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

*Agent's Name:* **PHILLIP MOORES**

*Agent's Address:* **8 KINGS ROAD  
CLIFTON  
BRISTOL  
UK  
BS8 4AB**

## *Company Secretary*

*Name*            **ABC Company Secretaries Ltd**

*Address:*      **8 Kings Road  
Clifton  
Bristol  
BS8 4AB**

*Consented to Act:* **Y**            *Date authorised* **11/02/2009**   *Authenticated:* **YES**

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### *Director ]:*

*Name*            **Phillip John Moores**

*Address:*      **64 Woodstock Road  
Bristol  
BS6 7ER**

*Nationality:*    **British**

*Business occupation:*   **Chartered Secretary**

*Date of birth:*    **27/02/1959**

*Consented to Act:* **Y**            *Date Authorised:* **11/02/2009**   *Authenticated:* **YES**

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### *Authorisation*

*Authoriser Designation:* **agent**

*Date Authorised:* **10/02/2009**

*Authenticated:* **Yes**

# The Companies Act 1985 to 1989

## MEMORANDUM OF ASSOCIATION

### Paul Cooper Plastering Limited

Private Company Limited by Shares

Company Number

Incorporated

1. The Company's name is Paul Cooper Plastering Limited
2. The Company's registered office is to be situated in England & Wales
3. The Company's objects are
  - a. Carry on business as a general commercial company.
4. The Liability of the members is limited.
5. The Company's share capital is £1,000 divided into 1,000 shares of £1.00 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.

#### Name and address of subscriber(s)

ABC Company Secretaries Limited  
8 Kings Road  
Clifton  
Bristol  
BS8 4AB

SIGNATURE:

Ordinary

1



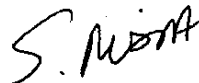
Total Shares Taken

1

Dated: 10 February 2009

Witness to the above signature:

S. Misra  
37 Nutgrove Avenue  
Bristol BS3 4QF



# The Companies Act 1985 to 1989

## ARTICLES OF ASSOCIATION

### Paul Cooper Plastering Limited

Private Company Limited by Shares

Company Number

Incorporated

#### 1 Regulations

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Table A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A"), subject to the additions, exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company.

#### 2 Companies Act

The expression "the Act" in these Articles refers to the Companies Act 1985 and any Statutory modifications currently in force.

#### 3 Share Capital

The Directors of the Company may (subject to the regulations below and section 80 of the Act) allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) in the Company on such terms and conditions and in such manner as they shall think proper.

The Directors of the Company are generally and unconditionally authorised during the period of five years from the date of incorporation of the Company to allot, grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions as they think fit, subject to provisions of section 80 of the Act.

(a). Subject to any direction to the contrary that may be given by Special Resolution by the Company in General Meeting, any shares which do not comprise the original authorised share capital of the Company shall, before they are issued, be offered to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the Member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined, and after the expiration of such time, or on receipt of an intimation from the Member to whom the notice is given, that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of this paragraph shall have effect only insofar as they are not inconsistent with section 80 of the Act.

(b). In accordance with section 91(1) of the Act, section 89(1) and sections 90(1) to (6) inclusive of the Act shall not apply to the Company.

#### 4 Share Certificates

(a). Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount of respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.

(b). Regulation 6 of Table A shall not apply to the Company.

#### 5 Lien

(a). The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any Member solely or registered in the names of two or more joint holders 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.

(b). Regulation 8 of Table A shall not apply to the Company.

#### 6 Transfer of shares

The directors may, in their absolute discretion, decline to register the transfer of a share, whether or not it be a fully paid share, and no reason for the refusal to register the afore-mentioned transfer need be given by the Directors. The first sentence of Regulation 24 of Table A shall not apply to the Company.

## The Companies Act 1985 to 1989

### 7 Proceedings at General Meetings

(a). No business shall be transacted at any Meeting unless a quorum is present at the time the Meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.

(b). If such a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine. If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, such adjourned Meeting shall be dissolved.

(c). Regulations 40 and 41 of Table A shall not apply to the Company.

### 8 Number of Directors

(a). Unless otherwise determined by Ordinary Resolution in General Meeting of the Company the number of directors (other than Alternate Directors) shall not be subject to any maximum, and the minimum number of Directors shall be one. If and so long as the minimum number of Directors shall be one, a sole Director may exercise all the authorities and powers which are vested in the Directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly.

(b). Regulation 64 of Table A shall not apply to the company

### 9 Appointment of Directors

The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

No person shall be appointed a Director at any General Meeting unless-

(a). he is recommended by the Directors; or

(b). not less than 14 or 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 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.

Subject to regulation 8 above, 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.

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 number fixed by or in accordance with these Articles as the maximum number of Directors.

The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

### Name and address of subscriber(s)

ABC Company Secretaries Limited  
8 Kings Road  
Clifton  
Bristol  
BS8 4AB

SIGNATURE:

Ordinary

1

Total Shares Taken

1

Dated: 10 February 2009

Witness to the above signature:

S. Misra  
37 Nutgrove Avenue  
Bristol BS3 4QF