

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06883220

The Registrar of Companies for England and Wales hereby certifies that
PRINCES RIVERSIDE 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 April 2009



N06883220G



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

6883220

Company name

PRINCES RIVERSIDE LIMITED

I,

JOHN THOMAS SMITH WARD

of

**HOMELANDS WALL HILL
FOREST ROW
UNITED KINGDOM
RH18 5EG**

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**



X7K0B97F

Received for filing in Electronic Format on the: **21/04/2009**

*Company Name
in full:* **PRINCES RIVERSIDE LIMITED**

*Proposed Registered
Office:* **16-18 QUARRY STREET
GUILDFORD
SURREY
GU1 3UF**

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

Agent's Name: **JORDANS LIMITED**

Agent's Address: **21 ST THOMAS STREET
BRISTOL
BS1 6JS**

Director 1:

Name **MR JOHN THOMAS SMITH WARD**

Address: **HOMELANDS WALL HILL
FOREST ROW
UNITED KINGDOM
RH18 5EG**

Nationality: **BRITISH**

Business occupation: **ACCOUNTANT**

Date of birth: **29/10/1945**

Consented to Act: **Y** *Date Authorised:* **21/04/2009** *Authenticated:* **YES**

Director 2:

Name **JULIE IRENE ALEXANDER**

Address: **FLAT 14 WOOLCOMBES COURT
PRINCES RIVERSIDE ROAD
LONDON
UNITED KINGDOM
SE16 5RQ**

Nationality: **BRITISH**

Business occupation: **COMPLEMENTARY THERAPIST**

Date of birth: **10/03/1971**

Consented to Act: **Y** *Date Authorised:* **21/04/2009** *Authenticated:* **YES**

Director 3:

Name **MR TIMOTHY JULIAN SPURRIER**

Address: **POND HOUSE BROOKE GARDENS
BROOKE
NORWICH
UNITED KINGDOM
NR15 1JH**

Nationality: **BRITISH**

Business occupation: **RETIRED**

Date of birth: **28/07/1938**

Consented to Act: **Y** *Date Authorised:* **21/04/2009** *Authenticated:* **YES**

Director 4:

Name **BERNARD DOUGLAS BLAND**

Address: **3 WESTBURY FARM CLOSE
GREAT OFFLEY
HITCHIN
HERTFORDSHIRE
UNITED KINGDOM
SG5 3FL**

Nationality: **BRITISH**

Business occupation: **VICE PRESIDENT & ACCOUNT MANAGER**

Date of birth: **18/04/1943**

Consented to Act: **Y** *Date Authorised:* **21/04/2009** *Authenticated:* **YES**

Director 5:

Name **CHRISTINE ELAINE TYM**

Address: **16 QUAYSIDE COURT
ABBOTSHADE ROAD
LONDON
UNITED KINGDOM
SE16 5RG**

Nationality: **BRITISH**

Business occupation: **BANK MANAGER (RETIRED)**

Date of birth: **04/01/1949**

Consented to Act: **Y** *Date Authorised:* **21/04/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **agent**

Date Authorised: **21/04/2009**

Authenticated: **Yes**

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

Princes Riverside Limited

- 1 The Company's name is Princes Riverside Limited
- 2 The Company's Registered Office is to be situated in England and Wales
- 3
- 3.1 The object of the Company is to carry on the business of managing Quayside Court, Woolcombes Court & Tudor Court, Princes Riverside Road, London SE16 5RQ (the '**Property**').
- 3.2 To the extent that any of the following are not included in clause 3.1 the Company shall have the following additional objects:
 - 3.2.1 to purchase and own the freehold of the Property;
 - 3.2.2 to do all things required in its capacity as freeholder of the Property and carry on the business of property management In respect of the Property and to carry out the services and functions required to be carried out by the lessor under any leases of units in the Property (the '**Services**');
 - 3.2.3 to grant leases of units In the Property;
 - 3.2.4 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 Property or any part thereof;
 - 3.2.5 to insure the Property against damage or destruction and such other risks as may be considered necessary, appropriate or desirable and to insure the company against public liability and any other risks which it may consider prudent or desirable to insure against;
 - 3.2.6 to borrow or raise or secure the payment of money in any manner on any terms solely for the purpose of carrying out the Services;
 - 3.2.7 to receive money on loan upon such terms as the Company may approve;

- 3.2.8 to invest and deal with the moneys of the Company in such manner as the Company may from time to time decide and to hold or otherwise deal with any investments made;
- 3.2.9 in connection with the carrying out of the Services to enter into any guarantee, bond, contract, contract of indemnity, suretyship or joint obligation and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities by any person or company in any manner on any terms and for any purposes whatsoever, whether alone or jointly and/or severally with any other company or companies and whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company;
- 3.2.10 to draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
- 3.2.11 to undertake and execute any trust or discretion, and to act as trustee, in relation to any sums paid to the Company on account of the Services;
- 3.2.12 to do all such things as are incidental or conducive to the above objects or any of them;

and it is declared that in the construction of this clause the word 'company' except where used in reference to the Company shall be deemed to include any person or partnership or body of persons, whether incorporated or unincorporated, and whether domiciled in Great Britain or elsewhere and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed not be in any way limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of such paragraphs defined the objects of a separate, distinct and independent company.

- 4 The liability of the members is limited.
- 5 The Company's share capital is £10000 divided into 10000 Ordinary shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our names.

Name and address of Subscriber	Number of shares taken by the Subscriber
Julie Irene Alexander Flat 14 Woolcombes Court Princes Riverside Road LONDON SE16 5RQ	- One Ordinary share
John Thomas Smith Ward & Madeleine Bartley Ward Homelands Wall Hill FOREST ROW RH18 5EG	- One Ordinary share
Timothy Julian Spurrier & Margaret Bernadette Spurrier Pond House Brooke Gardens Brooke NORWICH NR15 1JH	- One Ordinary share
Hazel Anne Bland 3 Westbury Farm Close Great Offley HITCHIN SG5 3FL	- One Ordinary share

Christine Elaine Tym & Christopher William Tym Flat 16 Quayside Court Abbotshade Road LONDON SE16 5RG	-	One Ordinary share
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Total shares taken	-	5
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Dated 20/04/2009

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

Princes Riverside Limited

1 Preliminary

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 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (SI 2007/2826) (**'Table A'**) shall apply to the Company, save in so far as they are varied or excluded by these Articles. References in these Articles to numbered Regulations are references to Regulations in Table A.

2 Definitions

2.1 Save where the context permits:

2.1.1 **'1985 Act'** means the Companies Act 1985 including any statutory modification or re-enactment of it;

2.1.2 **'2006 Act'** means the Companies Act 2006 Including any statutory modification or re-enactment of it;

2.2 Where a specific reference Is made to a section number of the 1985 Act, It shall be interpreted as a reference to that section of the 1985 Act or its equivalent under the 2006 Act if then in force;

2.3 **'Owner'** means the person who holds or is entitled to hold a Lease of the property known * (**'the Property'**); and

2.4 **'Lease'** means a long lease (being one granted for a term of at least 999 years) of a Unit; and

2.5 **'Property'** means Quayside Court, Woolcombes Court & Tudor Court, Princes Riverside Road, London SE16 5RQ

2.6 **'Unit'** means a unit at the Property held on a Lease.

3 Share Capital

The share capital of the Company is £10000 divided into 10000 Ordinary Shares of £1 each.

4 Issue of Shares

4.1 The subscribers to the Memorandum of Association of the Company shall be duly registered as members of the Company in respect of the shares for which they have subscribed.

4.2 Subject to the provisions of the Act, to the provisions of these Articles and to any resolution of the Company, for the purpose of s80 of the

1985 Act and all other purposes, the directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares, or any other relevant securities in the company, to the Owner, at such times and generally on such terms and conditions as they think proper provided that (in so far as the Company shall not have varied, renewed or revoked the said authority) the directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company If such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the relevant securities in issue exceeding, in nominal value, the amount of the authorised share capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the directors under this Article 4.2.

- 4.3 Such authority may be exercised for an indefinite period and section 80A of the Act shall apply to the Company.

5 Transfer and Transmission of Shares

- 5.1 Where a member is the Owner of one or more Leases, then upon ceasing to be an Owner of one or more of those Leases the member shall transfer so many of his Shares as equals the number of Leases in respect of which he ceases to be the Owner to the person or persons who shall become an Owner in his place.
- 5.2 No Owner shall be entitled to transfer or part with the beneficial Interest in any of his Shares other than:
- 5.2.1 upon his ceasing to be the Owner; and
 - 5.2.2 to the person or persons who shall become an Owner in his place.
- 5.3 The Directors shall refuse to register any transfer of a Share (whether or not it is fully paid) other than a transfer made in accordance with Articles 5.1 and 5.2 above or transfer by a holder of a Subscriber Share.
- 5.4 Where two or more persons are an Owner the number of Shares to be issued or transferred to them respectively as above shall be issued and transferred jointly.
- 5.5 For the purpose of ensuring that a transfer of Shares is in accordance with the provisions of this Article the Directors may require such information and evidence as they think fit to be supplied to them.
- 5.6 If on ceasing to be an Owner (or, where the member in question is the Owner of more than one Lease, ceases to be the Owner of any one Lease) a member (or his legal representative or representatives or trustee in bankruptcy) refuses or neglects to transfer his Share to the new Owner in accordance with Article 5.1 one of the directors, duly nominated for that purpose by a resolution of the board, shall be the attorney of such member with full power on his behalf and in his name to execute, complete and deliver a transfer of his Share (or Shares) to the person or persons to whom such Share (or Shares) ought to be transferred under this Article and the Company may enter the name of

the transferee or transferees of such Share (or Shares) in the Register of Members as the holder or holders of such Share (or Shares).

6 Lien

The Company shall have a first and paramount lien on every share in the Company, whether fully paid or not registered in the name of any person, whether as sole Or joint holder, indebted to the Company for all monies due to the Company, whether in respect of that share or not. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to any amount payable in respect of it. The registration of a transfer of a share shall operate as a waiver of any lien of the Company.

7 Proceedings at General Meetings

Unless otherwise determined by ordinary resolution, any one person entitled to vote upon business to be transacted, shall be a quorum. Regulation 40 shall be modified accordingly.

8 Number of Directors

Unless otherwise determined by ordinary resolution the maximum number of directors (other than alternate directors) shall be equal to the number of separately occupied Units in the Property from time to time and the minimum number shall be one. Regulation 64 shall be modified accordingly.

9 Appointment and Removal of Directors

9.1 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 only Owners or nominees of Owners may be appointed directors,

9.2 Regulations 76 and 77 (requirements on appointment of directors) shall not apply to the Company,

9.3 Without prejudice to the powers of the directors under Regulation 79, a member or members holding more than half in nominal amount of the issued share capital of the Company shall have power to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed.

9.4 Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or by their duly appointed attorney or attorneys. Any such instrument may consist of several documents in the like form each signed or approved by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director of it or by a duly appointed representative) and shall take effect upon delivery to the registered office of the Company.

9.5 Regulation 81 shall apply with the addition of sub clause (f) as follows
'(f) he is removed from office pursuant to Article 9 of the articles of the Company Articles of Association.'

10 Proceedings of Directors

- 10.1 Any director may participate in a meeting of the directors by means of telephone or other means of communication whereby all persons participating in the meeting can speak to each other and hear each other speak. Participation in a meeting in this manner shall constitute presence in person at such meeting and be counted in a quorum accordingly.
- 10.2 The quorum necessary for the transaction of the business shall be the director or if more than one director is appointed, two of the directors.
- 10.3 If there is an equality of votes at any meeting of the directors, the chairman shall not have a second or casting vote. Regulation 88 shall be modified accordingly.

11 Directors' Interests

Any director who is in any way either directly or indirectly interested in an existing contract or arrangement or a proposed contract or arrangement with the Company who first declares the nature of his interest to a meeting of the directors may vote (and such vote shall be counted) at any meeting of directors or of a committee of directors in relation to any existing or proposed contract or arrangement in which he, or any person with whom he is for any purpose of the Act connected, is directly or indirectly interested. He may also be taken into account in ascertaining that a quorum is present at any meeting of the directors or of a committee of the directors at which any such contract or arrangement is proposed or considered. Regulation 94 shall be modified accordingly and Regulations 95 and 97 shall not apply to the Company.

12 Borrowing Powers

The directors may exercise all the powers of the Company to borrow money in accordance with the Company's objects,

13 Indemnity

To the extent permitted by law and, in particular but without limitation, s232 - 235 of the 2006 Act, every director, manager, the secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in his capacity as such officer:

- 13.1 in defending any proceedings (whether civil or criminal) except where he is convicted or judgment is given against him; or
- 13.2 in connection with any application to the court for relief except where the application is made under s144(3) or (4) of the 1985 Act (acquisition of Shares by innocent nominee) or s727 of the 1985 Act (general power to grant relief in case of honest and reasonable conduct) and relief is refused by the court.

Regulation 118 shall be modified accordingly.

Names and addresses of Subscribers

Julie Irene Alexander
Flat 14
Woolcombes Court
Princes Riverside Road
LONDON
SE16 5RQ

John Thomas Smith Ward & Madeleine Bartley Ward
Homelands
Wall Hill
FOREST ROW
RH18 5EG

Timothy Julian Spurrier & Margaret Bernadette Spurrier
Pond House
Brooke Gardens
Brooke
NORWICH
NR15 1JH

Hazel Anne Bland
3 Westbury Farm Close
Great Offley
HITCHIN
SG5 3FL

Christine Elaine Tym & Christopher William Tym
Flat 16
Quayside Court
Abbotshade Road
LONDON
SE16 5RG

Dated 20/04/2009