

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06901153

The Registrar of Companies for England and Wales hereby certifies that
CHANCERY TRUST CORPORATION 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 May 2009



N06901153C



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

6901153

Company name

CHANCERY TRUST CORPORATION LIMITED

I,

BRIAN THOMAS WADLOW

of

**34 SOUTH HILL ROAD
GRAVESEND
KENT
UNITED KINGDOM
DA12 1JX**

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: **11/05/2009**

XCCBB9R7

*Company Name
in full:*

CHANCERY TRUST CORPORATION LIMITED

*Proposed Registered
Office:*

**277 GRAYS INN ROAD
LONDON
UNITED KINGDOM
WC1X 8QF**

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

Agent's Name:

COMPANIES PLUS LTD

Agent's Address:

**122-126 TOOLEY STREET
LONDON
UNITED KINGDOM
SE1 2TU**

Company Secretary

Name **FREDERICK MARTIN POTTER**

Address: **4 ST. MARGARET'S STREET
ROCHESTER
KENT
UNITED KINGDOM
ME1 1TC**

Consented to Act: **Y** *Date authorised* **11/05/2009** *Authenticated:* **YES**

Director]:

Name **BRIAN THOMAS WADLOW**

Address: **34 SOUTH HILL ROAD
GRAVESEND
KENT
UNITED KINGDOM
DA12 1JX**

Nationality: **BRITISH**

Business occupation: **CONSULTANT**

Date of birth: **16/07/1935**

Consented to Act: **Y** *Date Authorised:* **11/05/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber**

Date Authorised: **11/05/2009**

Authenticated: **Yes**

THE COMPANIES ACTS 1985 TO 1989 AND TO 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF CHANCERY TRUST CORPORATION LIMITED

1. The name of the Company is : CHANCERY TRUST CORPORATION LIMITED
2. The Registered Office of the Company will be in England and Wales.
3. The objects of the Company are to:-
 - A. undertake and execute trusts of all kinds, the undertaking of which may seem desirable and also to undertake and perform the office and duties of trustee, custodian trustee, executor, administrator, deputy under order of the Court of Protection, protector, committee, manager, attorney, adviser, agent, nominee delegate, substitute, secretary, treasurer, registrar or any other office or position of trust or confidence, either solely or jointly with others and either gratuitously or otherwise for any person or persons, company, corporation, association, scheme, unit trust, pension or other trust fund, government, state or province or any municipal or other authority or public body and to undertake, perform and discharge or cause to be performed or discharged any duties in relation to or in anyway incidental to any such office;
 - B. undertake and execute any trust or discretion, and the distribution amongst the beneficiaries, pensioners or other persons entitled to it, of any income, capital or annuity, and whether in money or species in furtherance of any discretion, obligation or permission, and
 - C. control, manage, finance, subsidise, co-ordinate, provide services in connection with all legal, financial and taxation matters or otherwise assist any person or company, provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such person or company to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such person or company.
4. In furtherance of the principal objects set out in clause 3, but not otherwise the Company shall have power to:-
 - A. take out grants of representation and hold as trustee, executor, administrator, nominee or otherwise and deal with, manage and turn to account any real or personal property of any kind, and in particular shares, stocks, debentures, debenture stocks, bonds, obligations, securities and investments of all kinds, policies, book debts, claims and choses in action, lands, buildings, hereditaments, business concerns and undertakings, mortgages, charities, annuities, patents, trademarks or other intellectual property, licences and any interest in real or personal property, and any claims against any property of whatever nature or against any person, company , corporation, government, state or province or municipal or other authority or public body;
 - B. exercise all or any trust, power or discretion lawfully exercisable in connection with any such office as set out in clause 3 and to take any proceedings or applications necessary or which the Company may deem to be expedient to protect its interests and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;
 - C. renounce probate of any will, disclaim any trust, retire from any trusteeship, and to

exercise any authority vested in it by any means whatsoever enabling it to appoint new trustees.

5.

- A. To acquire and undertake the whole or any part of the goodwill, assets or liabilities of any person, company or firm carrying on any business which this company is authorized to carry on, or to purchase or acquire any interest in or rent or hire any real or personal property whatsoever which may be necessary or convenient for the purpose of the company.
- B. To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept, surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purpose of the company.
- C. To grant any leases, privileges, concessions or rights whatsoever in or in respect of any of the property of the company.
- D. To invest and deal with the monies of the company not immediately required for the purposes of the company in or upon such securities and subject to such conditions as may seem expedient.
- E. To promote any other company and to underwrite the shares or debentures of that company.
- F. To amalgamate with or enter into any partnership, joint venture, union or profit sharing or any other business arrangement with any other company, firm association or person.
- G. To execute, accept, endorse, issue, buy and discount promissory notes, bills of exchange and any other negotiable and transferable instruments.
- H. To borrow, raise and secure the payment of money in such a manner as the company shall think fit; in particular to borrow money by the issue of debenture stock, perpetual or otherwise and at par or at a premium, or a discount, and to secure any money borrowed or any other liabilities or obligations of the company by mortgage or charge of all or part of the company's property or assets, including future property and uncalled capital.
- I. To invest the funds of the company in shares and debentures or such other investments or securities as the company may determine to make loans or advances or give credit to any person, company or firm on such terms as may seem expedient and to guarantee or give security for any liability or obligations of any person, company or firm.
- J. To sell all or any part of the undertaking, goodwill and assets of the company for such a price and upon such terms as may be thought fit.
- K. To establish any scheme, whether by the issue of shares or otherwise, where employers may share in the profits or take part in the management of the company.
- L. To pay the expenses of or incidental to the incorporation of the company.
- M. To do all such other things as are conducive or incidental to the attainment of the above objectives or to any of them.

It is hereby expressly declared that each sub-clause of the foregoing clause shall be deemed to be an independent object of the company and shall be construed independently of anything contained in any other sub-clause.

6. The liability of the members is limited.

7. The share capital of the company is £250,000 divided into 250,000 ordinary shares of £1.00 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 my name.

Names and Addresses of subscribers	Number of shares taken
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Brian Thomas Wadlow 34 South Hill Road Gravesend Kent DA12 1JX	ONE
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Frederick Martin Potter 4 St. Margaret's Street Rochester Kent ME1 1TL	ONE
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Dated the 11th of May 2009

THE COMPANIES ACTS 1985 TO 1989 AND 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

PRELIMINARY

1. (a) 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 (Table A to F) (Amendment) Regulations 2007 and the Companies (Table 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 and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "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.

SHARE CAPITAL

2. (a) The share capital at the date of the adoption of these articles is £ 250,000 divided into 250,000 ordinary shares of £ 1 each.

(b) The directors of the Company are generally and unconditionally authorized to allot, grant options or otherwise dispose of the unissued share capital of the company, whether forming part of the original capital or not, for a period of five years from the date of incorporation to such persons on such terms and on such conditions as they think fit, subject to the provisions of Section 80 of the Act.

3. (a) The Company shall, before allotting any unissued shares, offer them to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and the offer shall be made by notice specifying the number of shares to which the member is entitled and a period of time (not less than 14 days) within which the offer if not accepted will be deemed to be declined, and after the expiration of the time limit or on receipt of a written notice from the Member declining the shares then the directors may dispose of them as they think proper.

(b) The provisions of Section 89(1) and Sections 90(1) to (6) inclusive shall not apply to the Company.

DIRECTORS

4. Regulation 64 in Table A shall not apply to the Company, unless otherwise determined by ordinary resolution in General Meeting of the Company there shall be no maximum number of directors and the minimum number shall be one. A sole director shall have authority to exercise all the powers and discretion's by Table A and by those Articles expressed to be vested in the Directors generally, and Regulation 89 is modified accordingly.

5. The Directors shall not be required to retire by rotation and Regulation 73 to 80 and 81(b)

in Table A shall not apply to the Company.

6. A Director may vote as a Director in respect of any contract or arrangement in which he is interested or upon any matter arising therefrom, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum at any meeting at which any such contract or arrangement is under consideration; and Regulations 94 and 95 of Table A shall be modified accordingly.

7. In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote and Regulation 88 of Table A shall be modified accordingly.

TRANSFER OF SHARES

8. A member desiring to transfer shares otherwise than to the Company shall first give notice in writing handed personally or sent by registered or recorded delivery post to the Registered Office of the Company and to the last known address of the Directors and all Shareholders of the Company giving full particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price agreed between the transferor and the Directors, or failing an agreement to the price to be fixed by the Auditors of the Company as fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member willing to purchase all such shares on such conditions, then, but not before then, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice, but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares and Regulation 24 of Table A shall be modified accordingly.

THE COMPANY SEAL

9. If the Company has a seal it shall only be used with the authority of the Directors or a committee of Directors. Any instrument to which the seal is affixed shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a Seal. Regulation 101 of Table A shall not apply to the Company. The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

PROCEEDINGS AT MEETINGS

10. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or proxy and Regulation 46 of Table A shall be modified accordingly. In the event of an equality of votes the Chairman shall not have a second or casting vote and Regulation 50 of Table A shall not apply to the Company.

Names and Addresses of subscribers:

Brian Thomas Wadlow
34 South Hill Road
Gravesend
Kent DA12 1JX

Frederick Martin Potter
4 St. Margaret's Street
Rochester
Kent ME1 1TL

Dated the 11th of May 2009