

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06961385

The Registrar of Companies for England and Wales hereby certifies that
AARCO 327 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 14th July 2009



N06961385P



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

6961385

Company name

AARCO 327 LIMITED

I,

STUART SCOTT-GOLDSTONE

of

**BROOKFIELD CHIRBURY
MONTGOMERY
UNITED KINGDOM
SY15 6BG**

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: **13/07/2009**



Company Name **AARCO 327 LIMITED**
in full:

Proposed Registered **5-7 GROSVENOR COURT**
Office: **FOREGATE STREET**
 CHESTER
 CHESHIRE
 CH1 1HG

memorandum delivered by an agent for the subscriber(s): **No**

Director 1:

Name **MR STUART JAMES SCOTT-GOLDSTONE**

Address: **BROOKFIELD CHIRBURY**
 MONTGOMERY
 UNITED KINGDOM
 SY15 6BG

Nationality: **BRITISH**

Business occupation: **SOLICITOR**

Date of birth: **26/06/1971**

Consented to Act: **Y** *Date Authorised:* **14/07/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber**

Date Authorised: **13/07/2009**

Authenticated: **Yes**

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
AARCO 327 LIMITED

1. The name of the Company is **AARCO 327 LIMITED**.
2. The registered office of the Company is to be situated in England and Wales.
3. The Company's objects are:
 - 3.1. To carry on business as a general commercial company.
 - 3.2. 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.
 - 3.3. To purchase or by any other means acquire and take options on any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - 3.4. To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, service marks, designs, protections and concessions and to disclaim, alter, modify for use and turn to account and to manufacture under or grant licences of privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
 - 3.5. To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangements for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- 3.6. 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.
- 3.7. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- 3.8. To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the 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 (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- 3.9. 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), including its uncalled capital, 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.
- 3.10. To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debenture, and other negotiable or transferable instruments.
- 3.11. To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.12. 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 any 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.

- 3.13. To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- 3.14. To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and 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 company or companies.
- 3.15. To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- 3.16. To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- 3.17. To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform subcontracts.
- 3.18. To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- 3.19. 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, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- 3.20. To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation 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, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the husbands, wives, widowers, widows, children and other relatives and dependants of such person; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their husbands, wives, widowers, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- 3.21. Subject to and in accordance with due compliance with the provisions of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Sections 677(1) and 683(1) of the Act) for any such purpose as is specified in Sections 678(1) and 679(1) and/or Sections 678(3) and 679(3) of the Act and subject to Chapter VII of the Act to purchase its own shares.
- 3.22. To distribute among the members of the company in kind any property of the Company of whatever nature.
- 3.23. To procure the Company to be registered or recognised in any part of the world.
- 3.24. 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 by or through agents, brokers, subcontractors or otherwise and either alone or in conjunction with others.
- 3.25. For the purposes of this Clause the expression "holding company" shall have the meaning set out in Sections 736 and 736A of the Act and the expression "subsidiary undertaking" shall be construed in accordance with Sections 1162 and 1173 of the Act
 - 3.25.1. To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company, or in which the Company or such holding company has an interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in exercise or

purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company or subsidiary undertaking; and

3.25.2. To such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability

3.26. To do all such other things as are incidental or conducive to the attainment of any of the Company's objects.

AND SO THAT:-

- 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.
 - 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.
 - 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 and whether domiciled in the United Kingdom or elsewhere.
 - The expression the "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force prior to the adoption of this Memorandum.
4. The liability of the members is limited.
5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
AARCO 327 LIMITED

1. PRELIMINARY

- 1.1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 2007 and The Companies (Tables A to F) (Amendment) (no. 2) Regulations 2007 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these Articles. References herein to Regulations are to regulations in Table A unless otherwise stated.
- 1.2. In these Articles the expression "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force prior to the adoption of these Articles.

2. ALLOTMENT OF SHARES

- 2.1. Unless the authority hereby given is previously revoked or varied by the Company in general meeting, the directors may at any time and from time to time during the period of five years commencing on the date of incorporation of the Company in accordance with Section 80 of the Act exercise generally and unconditionally the power of the Company to allot relevant securities (as defined in the said Section) and to offer or agree to allot such securities (notwithstanding that such offer or agreement would or might require such securities to be allotted by the Company after the said date) provided that the aggregate nominal value of the securities so allotted or offered or agreed to be allotted shall not when aggregated with the nominal value of the shares in the capital of the Company agreed to be taken by the subscribers to the memorandum of association of the Company exceed the sum of £1,000.
- 2.2. Save as provided by sub-clause 2.1 of this Article or as permitted by Section 80 of the Act, no relevant securities shall be allotted or offered or agreed to be allotted except by authority of the Company in general meeting in accordance with the said Section 80.
- 2.3. By virtue of Section 91 of the Act the provisions of sub-section (1) of Section 89 and sub-sections (1) to (6) inclusive of Section 90 of the Act shall not apply to the Company.

3. **LIEN**

The lien conferred by Regulation 8 shall also attach to fully paid shares and the Company shall have a first and paramount lien on every share (whether or not fully paid) registered in the name of any person, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company; and Regulation 8 shall be modified accordingly.

4. **TRANSFER OF SHARES**

The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 shall not apply to the Company.

5. **TRANSMISSION OF SHARES**

The directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice shall have been complied with. Regulation 31 shall be modified accordingly.

6. **PROCEEDINGS AT GENERAL MEETINGS**

- 6.1. If at any time the number of members of the Company shall be one, then the quorum to be present for a general meeting shall be one member present in person or by proxy. Regulation 40 shall be modified accordingly.
- 6.2. If within half an hour from the time appointed for a general meeting, a quorum is not present or, if during a meeting a quorum ceases to be present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine. If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved.
- 6.3. Regulation 41 shall not apply to the Company.
- 6.4. A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.

7. NUMBER OF DIRECTORS

Unless and until otherwise determined by the Company in general meeting the number of directors shall be not less than one and shall not be subject to any maximum. The first director(s) of the Company shall be the person named in the statement delivered under Section 10 of the Act. Regulation 64 of Table A shall not apply.

8. SECRETARY

The Company shall not be required to have a secretary, although Regulation 99 of Table A shall apply to any secretary that the Directors resolve to appoint.

9. APPOINTMENT AND RETIREMENT OF DIRECTORS

9.1. A member or members holding a majority in nominal value of the issued ordinary share capital for the time being in the Company shall have power from time to time and at any time to appoint any person as a director or directors either as an additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company or such later date as may be specified in the instrument.

9.2. No person shall be disqualified from becoming a director by reason of his attaining or having attained the age of 70 or any other age.

10. ALTERNATE DIRECTORS

An alternate director who is himself a director and/or who acts as an alternate director for more than one director shall be entitled in the absence of his appointor(s), to a separate vote or votes on behalf of his appointor(s) in addition (if he is himself a director) to his own vote. Regulation 88 shall be modified accordingly.

11. POWERS OF DIRECTORS

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 subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as a security for any debt, liability or obligation of the Company or of any third party.

12. PROCEEDINGS OF DIRECTORS

- 12.1. Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.
- 12.2. Whenever the minimum number of directors in accordance with Article 7 shall be one, a sole director shall have authority to exercise all the powers and discretion given by Table A and by those Articles expressed to be vested in the directors generally, and Regulation 89 in Table A shall be modified accordingly.
- 12.3. A director who declares his interest therein in the manner provided by the Act and these Articles may vote as a director in regard to 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 counted in the quorum when any such contract or arrangement is under consideration.
- 12.4. A meeting of the board of directors may, subject to notice thereof having been given to all directors, be for all purposes deemed to be held when a director is or directors are in communication by telephone or audio visual communications media with another director or other directors and all of the said directors participating in such communication constitutes a quorum of the board. A resolution made by a majority of the said directors in pursuance of this Article shall be as valid as it would have been if made by them at an actual meeting duly convened and held.

13. GRATUITIES AND PENSIONS

- 13.1. Regulation 87 in Table A shall not apply to the Company.
- 13.2. The directors may exercise the powers of the Company conferred by clause 3.20 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.
- 13.3. Regulation 118 in Table A shall not apply to the Company.
- 13.4. Every director or other officer 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 judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 1157 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 to or 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 Sections 532 to 533 of the Act.

14. THE SEAL

- 14.1. It shall not be necessary for share certificates of the Company to be sealed with the common seal of the Company. Every share certificate shall be signed by two authorised signatories or, where the Company has only one director and no secretary, by the sole director of the Company in the presence of a witness (with such witness attesting the signature of the sole director and printing their name, address and occupation below their own signature) and Regulation 6 shall be modified accordingly.
- 14.2. 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.