

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06986249

The Registrar of Companies for England and Wales hereby certifies that
14 PARKLANDS MANAGEMENT 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 10th August 2009



N06986249V



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

6986249

Company name

14 PARKLANDS MANAGEMENT LIMITED

I,

RONALD HALLER-WILLIAMS

of

**14 QUEENS DRIVE
SURBITON
SURREY
UNITED KINGDOM
KT5 8PN**

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: **10/08/2009**



X1PU8CAB

Company Name **14 PARKLANDS MANAGEMENT LIMITED**
in full:

Proposed Registered **14 QUEENS DRIVE**
Office: **SURBITON**
 SURREY
 UNITED KINGDOM
 KT5 8PN

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

Director 1:

Name **MR RONALD DAVID HALLER-WILLIAMS**

Address: **14 QUEENS DRIVE**
 SURBITON
 SURREY
 UNITED KINGDOM
 KT5 8PN

Nationality: **BRITISH**

Business occupation: **COMPUTER CONSULTANT**

Date of birth: **19/12/1947**

Consented to Act: **Y** *Date Authorised:* **10/08/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber**

Date Authorised: **10/08/2009**

Authenticated: **Yes**

THE COMPANIES ACTS 1985 AND 2006
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF 14 Parklands Management Limited

1 The name of the Company is 14 Parklands Management Limited

2 The registered office of the Company will be situated in England and Wales.

3 The objects of which the Company is established are:

3.1 to act as an association of and for the owners of the leases of the flats within the block of flats erected at 14 Parklands Surbiton Surrey and if practical to acquire the freehold reversion thereof, and to manage and administer the said property and in particular to provide such services for the residents thereof and to carry out such reconstruction, renewal, improvements, repairs, maintenance or renovation thereto as the directors may consider necessary or desirable and to provide or procure the provision of such services as may be required or expedient in order to discharge its obligations under the aforesaid leases;

3.2 to carry on any other trade or business which seems to the Company's directors capable of being advantageously carried on in connection with or ancillary to the business of the Company or is calculated directly or indirectly to enhance the value of or render more profitable any of the Company's assets;

3.3 to do all such other things which may seem to the Company's directors to be incidental or conducive to the attainment of the objects or any of them; and

3.4 without prejudice to the generality of the foregoing the Company shall have power:

- to carry on its business alone or in association with any one or more persons (whether natural or legal);
- to purchase or sell, to take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of for any estate or interest any real or personal property, and such other rights and interest in property as the Company shall think fit;
- to pay or agree to pay all or any of the promotion, formation and registration expenses of the Company;
- to sell, lease or dispose of for cash or for any other consideration the whole or any part of its undertaking and property;
- to draw and accept and negotiate negotiable instruments;
- to borrow or raise or secure the payment of money for the purposes of or in connection with the business of the Company and to mortgage or charge the undertaking and all or any of the real and personal property and assets, present or future, of the Company upon such terms as the directors may determine;
- to remunerate any person, firm or company for services rendered, or to be rendered, to, or in connection with the conduct of the business of, the Company;
- to lend or advance money and to give credit and to enter into guarantees or indemnities of any kind, whether secured or unsecured, and whether in respect of its own obligations or those of some other person or company, in such circumstances and upon such terms as the directors may think fit;
- to invest and deal with its moneys not immediately required and hold and deal with any investment so made in such manner as the directors determine;

3.5 provided that nothing shall be done which may deprive without adequate compensation for the value thereof any valuable contribution from any person towards the acquisition by the Company of any real estate or other property.

4. The income and property wheresoever and whensoever derived of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in the

Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profits, to members of the Company. Provided that nothing herein shall prevent the payment in good faith, of remuneration to any officer or servant of the Company, or to any member of the Company in return for any services actually rendered to the Company.

5 The liability of the members is limited.

6 The share Company's capital is £16.00 divided into 16 Ordinary £1.00 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 respectively agree to take the number of shares in the Company's capital set opposite our respective names.

Names and addresses of subscribers, and number of shares taken:

| | |
|------------------------------|-----|
| Ronald David Haller-Williams | One |
| 14 Queens Drive | |
| Surbiton | |
| Surrey | |
| KT5 8PN | |

Dated this 08 August 2009.

**THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
14 Parklands Management Limited**

Preliminary and interpretation

1 In these articles the following terms shall have the following meanings.

'the 1985 Act' means the Companies Act 1985.

'the 2006 Act' means the Companies Act 2006.

'Table A' means Table A in the schedule to the Companies (Tables A to F) Regulations 1985 as amended by SI 2007/2541 and SI 2007/2826.

'Transfer' as a noun includes the renunciation or other disposal of shares allotted or rights in respect of shares granted to a member and any transfer or other act of or relating to a beneficial interest in any share, or any rights attached to any share and the verb 'to transfer' shall be construed accordingly.

'flat' means a flat forming part of the said property referred to in Clause 3.1 of the Memorandum of Association of the Company.

'lease' means a lease of a flat.

'owner' in relation to a flat means the lessee of that flat holding under a lease or a successor in title to such lessee.

2.1 Except as mentioned in these articles the regulations contained in or made applicable by Table A shall apply to the Company.

2.2 In regulation 1 of Table A between the words 'in these regulations' and 'the Act' there shall be inserted the words 'and in any articles adopting them'.

2.3 Regulations 2 to 4 inclusive, 8 to 22 inclusive, 24, 76 to 80 inclusive, 102 to 108 inclusive and 110 of Table A shall not apply to the Company.

3 Where there is any conflict between these regulations and the provisions of Table A applying to the Company by these regulations, these regulations shall prevail.

Share capital and allotment of shares

4 The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited. The Company shall not have power to issue share warrants to bearer.

5 Neither the provisions of Section 89(1) and Section 90(1) to (6) of the 1985 Act nor the provisions of Sections 561 and 562 of the 2006 Act (offers to shareholders on pre-emptive basis) shall apply to the Company.

6 Subject as hereinafter provided and to any directions contained in any resolution or resolutions of the Company creating the same, the unissued shares of the Company shall be under the control of the directors who may allot, grant options over or otherwise dispose of the shares. The maximum number of shares which may be allotted pursuant to this authority shall be the entire unissued authorised share capital of the Company and this authority will expire five years after the date of incorporation of the Company provided that it may be extended for further periods of up to five years by ordinary resolution of the Company.

7 All sums payable to the Company in respect of the allotment of any share (whether as to the nominal value or by way of premium) shall be paid in full on or before the date of the allotment, and no share shall be allotted other than as a fully-paid share.

8 No owner shall be registered as the holder of more than one share for each flat of which he is the owner and no share shall be allotted to a person other than an owner. A share allotted to an owner shall be deemed to be allocated to such owner's flat.

9. In regulation 6 of Table A, immediately after the words 'sealed with the seal' there shall be inserted the words 'or otherwise executed under the provisions of Section 44 of the 2006 Act'.

Transfer and transmission of shares

10.1 Each owner will retain any share allotted to him whilst he remains an owner and on ceasing to be an owner will transfer such share to the new owner and a share in the Company shall be transferred only upon or after a change in the ownership of the flat to which the share has been allocated.

10.2 The price to be paid upon the transfer of a share shall in default of agreement between the transferor and the transferee be its nominal value.

10.3 If upon the change of ownership of a flat the holder of the share allocated to that flat refuses after being requested in writing so to do by the secretary or a director of the Company or neglects for a period of one month after the date of such change of ownership to transfer such share in accordance with these Articles to the owner for the time being of that flat the directors may by resolution appoint some person to transfer such share to the owner for the time being of such flat and a transfer by such person shall be effective and the transferee or transferees shall be registered as the holder or holders of such share, and as against the former registered holder and all persons claiming through him shall be absolutely entitled to the same. The Company may receive the purchase money on the transferor's behalf and give a good receipt therefor.

11 The directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of a share but the directors shall not refuse to register any transfer of a share pursuant to Article 10.

12. An instrument of transfer need not be signed by or on behalf of the transferee and in regulation 23 of Table A the words from 'and, unless' to the end shall be omitted.

Proceedings at general meetings

13. At the end of regulation 38 of Table A there shall be inserted the following: 'In every notice of a general meeting there shall appear the statement referred to in Section 325(1) of the 2006 Act, in relation to the right of members to appoint proxies.'

14. At the end of regulation 41 of Table A there shall be inserted the following: 'If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the meeting shall be dissolved.'

Number of directors

15 In regulation 64 of Table A for the word 'two' there shall be substituted the word 'one'. If and so long as there shall be one director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly, including the suspension of regulation 89 thereof.

Appointment and removal of directors

16.1 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 the Articles as the maximum number of directors.

16.2 In addition and without prejudice to the provisions of Section 168 of the 2006 Act the Company may by an extraordinary resolution remove any director before the expiration of his period of office. Subject to the provisions of Table A and Section 168(2) of the 2006 Act, the Company may by an ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

17 The qualification of a director shall be the holding (alone or with one or more others) of at least one share in the Company provided that there shall not be more than one director qualified by the same share and that if any director having so qualified shall cease to hold any such share in the Company his appointment as a director shall automatically determine

and his office of director shall be immediately vacated. A duly appointed representative of a Corporate Member shall be qualified to act as a director under this Article by virtue of the holding by that Corporate Member of a share in the Company.

18 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.

Alternate directors

19.1 An appointment or removal of an alternate director may be effected at any time by notice in writing to the Company given by his appointor. An alternate director may also be removed from his office by no less than 24 hours' notice in writing to the Company and to the appointor given by a majority of his co-directors. This Article shall have effect in substitution for regulation 68 of Table A which shall not apply to the Company.

19.2 Any person as is mentioned in regulation 65 in Table A, may act as an alternate director for more than one director. An alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

Borrowing powers

20 The directors may exercise all the powers of the Company to borrow money, 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.

Directors' interests

21 A director may vote in respect of any contract or arrangement in which he or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the directors or any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

Proceedings of directors

22 All directors or any committee of them may participate in a meeting of the directors or that committee by a conference telephone, video link or any other communication system which allows all persons participating in the meeting to hear or hear and see each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum. The meeting shall be deemed to take place where the largest group of those participating is assembled or if there is no such group where the chairman of the meeting then is.

Indemnity and insurance

23.1 Subject to the provisions of Section 232 of the 2006 Act, the indemnity given by regulation 118 of Table A shall be extended to include all losses or liabilities incurred by every director secretary or other officer of the Company in relation to or in connection with his duties, powers or office and his actual or purported discharge or exercise of them.

23.2 Without prejudice to the indemnity given by regulation 118 of Table A the directors may effect insurance for the benefit of any person who is or at any time was a director, other officer, auditor or employee of the Company or any of its subsidiaries including insurance against any liability incurred by such person in respect of any act or omission in relation to or in connection with his duties, powers of offices or his actual or purported discharge or exercise of them.

Names and Addresses of Subscribers:

Ronald David Haller-Williams
14 Queens Drive
Surbiton
Surrey
KT5 8PN

Dated this 08 August 2009.