



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 7122726

The Registrar of Companies for England and Wales, hereby certifies that

56 REDCLIFFE GARDENS LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **12th January 2010**



N07122726E



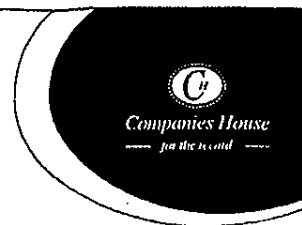
Companies House
— for the record —



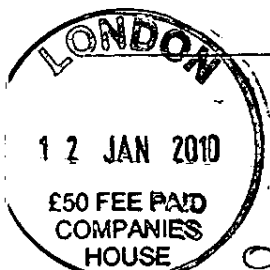
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company



A fee is payable with this form.
Please see 'How to pay' on the last page.



☒ What this form is for
You may use this form to register a
private or public company.

☒ What this form is NOT for
You cannot use this form to register
a limited liability partnership. To do
this, please use form LL IN01.

TUESDAY



LD1 12/01/2010
COMPANIES HOUSE

34

Part 1 Company details

→ Filling in this form
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

A1 Company details

Please show the proposed company name below.

Proposed company
name in full ①

56 REDCLIFFE GARDENS LIMITED

For official use

7122726

② Duplicate names

Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at:
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response.

③ Company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website:
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative.

④ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this.
For more details, please go to our
website:
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked):

- ☐ Public limited by shares
- ☐ Private limited by shares
- ☒ Private limited by guarantee
- ☐ Private unlimited with share capital
- ☐ Private unlimited without share capital

⑤ Company type

If you are unsure of your company's
type, please go to our website:
www.companieshouse.gov.uk

IN01

Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

A6

Registered office address ①

Please give the registered office address of your company.

Building name/number 46

Street BEDFORD SQUARE

Post town LONDON

County/Region

Postcode W C 1 B 3 D P

① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

A7

Articles of association ①

Please choose one option only and tick one box only.

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only one box.

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box.

- ☐ Private limited by shares
☒ Private limited by guarantee
☐ Public company

Option 3

☐ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

① For details of which company type can adopt which model articles, please go to our website: www.companieshouse.gov.uk

A8

Restricted company articles ①

Please tick the box below if the company's articles are restricted.

☒

① Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.companieshouse.gov.uk

IN01

Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ①**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3**Signature ①**

I consent to act as secretary of the proposed company named in Section A1.

Signature

Signature

X

X

① Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary**C1 Corporate secretary appointments**

Please use this section to list all the corporate secretary appointments taken on formation.

Name of corporate body/firm **BISHOP & SEWELL SECRETARIES LIMITED**Building name/number **46**Street **BEDFORD SQUARE**Post town **LONDON**

County/Region

Postcode **W C 1 B 3 D P**Country **UNITED KINGDOM****Additional appointments**

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3 only**→ No Complete **Section C4 only****C3 EEA companies**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered **ENGLAND**Registration number **5467422****EEA**A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk

This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered

Registration number

Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

C5 SignatureI consent to act as secretary of the proposed company named in **Section A1**.

Signature

Signature

X

X

Signature

The person named above consents to act as corporate secretary of the proposed company.

For Bishop + Sewell Secretaries LimitedCHFP000
10/09 Version 2.0

IN01

Application to register a company

Director**D1****Director appointments ¹**

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E5.

Title*	
Full forename(s)	LEONARDO
Surname	LAUDICINA
Former name(s) ²	
Country/State of residence ³	UNITED KINGDOM
Nationality	ITALIAN
Date of birth	<div> <div>d1</div> <div>d1</div> <div>'0</div> <div>'5</div> <div>'1</div> <div>'9</div> <div>'7</div> <div>'0</div> </div>
Business occupation (if any) ⁴	EMPLOYEE WITH NOMURA INTERNATIONAL PLC

¹ Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

² Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

³ Country/State of residence

This is in respect of your usual residential address as stated in section D4

⁴ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ⁵**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	FLAT 3
Street	56 REDCLIFFE GARDENS
Post town	LONDON
County/Region	
Postcode	<div> <div>S</div> <div>W</div> <div>1</div> <div>0</div> <div></div> <div>9</div> <div>H</div> <div>D</div> </div>
Country	UNITED KINGDOM

⁵ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3**Signature ⁶**

I consent to act as director of the proposed company named in Section A1.

Signature

Signature

X  X

⁶ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1

Director appointments ^①

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E5.

Title*	
Full forename(s)	MAYA
Surname	MARESCOTTI
Former name(s) ^②	
Country/State of residence ^③	UNITED KINGDOM
Nationality	ITALIAN
Date of birth	<div> <div> <div>0</div> <div>6</div> </div> <div> <div>0</div> <div>6</div> </div> <div> <div>1</div> <div>9</div> <div>8</div> <div>5</div> </div> </div>
Business occupation (if any) ^④	CONSULTANT

- ① Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
- ③ Country/State of residence**
This is in respect of your usual residential address as stated in Section D4
- ④ Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.
- Additional appointments**
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ^⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

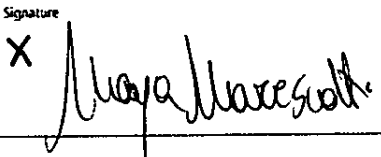
Building name/number	FLAT 4
Street	56 REDCLIFFE GARDENS
Post town	LONDON
County/Region	
Postcode	<div> <div>S</div> <div>W</div> <div>1</div> <div>0</div> <div>9</div> <div>H</div> <div>D</div> </div>
Country	UNITED KINGDOM

- ⑤ Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

D3

Signature ^⑥

I consent to act as director of the proposed company named in Section A1.

Signature	<div>Signature</div> <div> <div>X</div>  <div>X</div> </div>
-----------	---

- ⑥ Signature**
The person named above consents to act as director of the proposed company.

IN01 – continuation page

Application to register a company

Director

D1**Director appointments ^①**

Please use this section to list all the directors of the company.
For a corporate director, complete Sections E1-E5.

Title*																	
Full forename(s)	GARRETT JOHN																
Surname	LYNSKEY																
Former name(s) ^②																	
Country/State of residence ^③	UNITED KINGDOM																
Nationality	IRISH																
Date of birth	<table><tr><td>d</td><td>1</td><td>d</td><td>4</td><td>m</td><td>0</td><td>m</td><td>1</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>9</td></tr></table>	d	1	d	4	m	0	m	1	y	1	y	9	y	6	y	9
d	1	d	4	m	0	m	1	y	1	y	9	y	6	y	9		
Business occupation (if any) ^④	INVESTMENT BANKER																

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

D2**Director's service address ^⑤**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	FLAT 2								
Street	56 REDCLIFFE GARDENS								
Post town	LONDON								
County/Region									
Postcode	<table><tr><td>S</td><td>W</td><td>1</td><td>0</td><td></td><td>9</td><td>H</td><td>D</td></tr></table>	S	W	1	0		9	H	D
S	W	1	0		9	H	D		
Country	UNITED KINGDOM								

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3**Signature ^⑥**

I consent to act as director of the proposed company named in Section A1.

Signature	<table><tr><td>Signature</td><td></td><td>X</td></tr></table>	Signature		X
Signature		X		

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director

E1	Corporate director appointments ①	
	Please use this section to list all the corporate directors taken on formation.	
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page. Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.	
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ③		
Registration number		
	② EEA A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).	
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		
	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.	
E5	Signature ⑤	
	I consent to act as director of the proposed company named in Section A1.	
Signature	Signature X	
	⑤ Signature The person named above consents to act as corporate director of the proposed company.	

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to Part 4 (Statement of guarantee).

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling.

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.

Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate
nominal value ❹

❹ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example: £100 + €100 + \$10 etc.

❶ Including both the nominal value and any
share premium.

❷ Total number of issued shares in this class.

❸ Number of shares issued multiplied by
nominal value of each share.

Continuation Pages

Please use a Statement of Capital continuation
page if necessary.

IN01

Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2.

Class of share

Prescribed particulars
①

① Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

IN01

Application to register a company

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

IN01

Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below.

→ No Go to Part 5 (Statement of compliance).

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

1 Name

Please use capital letters.

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) 1	NORTHUMBERLAND & DURHAM PROPERTY TRUST LIMITED ✓									
Surname 1										
Address 2	CITYGATE, SAINT JAMES BOULEVARD, NEWCASTLE UPON TYNE									
Postcode	N	E	1		4	J	E			
Amount guaranteed 3	£1.00									

Subscriber's details

Forename(s) 1	GARRETT JOHN ✓									
Surname 1	LYNSKEY									
Address 2	FLAT 2, 56 REDCLIFFE GARDENS, LONDON									
Postcode	S	W	1	0		9	H	D		
Amount guaranteed 3	£1.00 (WITH GIULIANA - BELOW)									

Subscriber's details

Forename(s) 1	GIULIANA X									
Surname 1	MICOLI									
Address 2	FLAT 2, 56 REDCLIFFE GARDENS, LONDON									
Postcode	S	W	1	0		9	H	D		
Amount guaranteed 3	£1.00 (WITH GARRETT - ABOVE)									

IN01

Application to register a company

Subscriber's details	
Forename(s) ①	APOLLONIA
Surname ①	GASPARRE
Address ②	FLAT 3, 56 REDCLIFFE GARDENS, LONDON
Postcode	S W 1 0 9 H D
Amount guaranteed ③	£1.00 (WITH LEONARDO - BELOW)

Subscriber's details	
Forename(s) ①	LEONARDO
Surname ①	LAUDICINA
Address ②	FLAT 3, 56 REDCLIFFE GARDENS, LONDON
Postcode	S W 1 0 9 H D
Amount guaranteed ③	£1.00 (WITH APOLLONIA - ABOVE)

Subscriber's details	
Forename(s) ①	DIVAKARAN
Surname ①	SHEFALIKA
Address ②	VIA SANTA MARTA, 19 20123 MILAN, ITALY
Postcode	S W 1 0 9 H D
Amount guaranteed ③	£1.00

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

① Name

Please use capital letters.

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted.

Continuation pages
Please use a 'Subscribers'
continuation page if necessary.

IN01

Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

→ **No** Go to **Section H1** (Statement of compliance delivered by the subscribers).

→ **Yes** Go to **Section H2** (Statement of compliance delivered by an agent).

H1

Statement of compliance delivered by the subscribers ^①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

IN01

Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2	Statement of compliance delivered by an agent	
	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.	
Agent's name	BISHOP & SEWELL LLP	
Building name/number	46	
Street	BEDFORD SQUARE	
Post town	LONDON	
County/Region		
Postcode	W C 1 B 3 D P	
Country	UNITED KINGDOM	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.	
Agent's signature	Signature X	X

For Bishop + Sewell Secretaries Limited

IN01

Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name **BISHOP & SEWELL LLP**

Address **46 BEDFORD SQUARE**

Post town **LONDON**

County/Region

Postcode **W C 1 B 3 D P**

Country **UNITED KINGDOM**

DX **278 LDE CHANCERY LANE**

Telephone **020 7079 4199**



Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A6).
- ☐ At the agents address (Given in Section H2).



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House.'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
DX 481 N.R. Belfast 1.

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

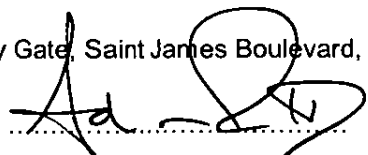
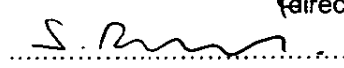
THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION
OF
56 REDCLIFFE GARDENS LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.


Name of each subscriber

Authentication by each subscriber

1. Northumberland & Durham Property Trust Limited of City Gate, Saint James Boulevard, Newcastle upon Tyne NE1 4JE


.....
(director)

.....
(director/secretary/witness)

WITNESS to the above signature:-

Witness Signature: 
Witness Name: STEWART BLACKFORD
Witness Address: 60 CHICHESTER NORTH TRAMWAY ROAD BATTLE SUSSEX TN11 0HW.
Witness Occupation: CHARTERED SURVEYOR -

2. Garrett John Lynskey and Giuliana Micoli of Flat 2, 56 Redcliffe Gardens, London SW10 9HD (Joint member)

.....
WITNESS to the above signature:-

Witness Signature:
Witness Name:
Witness Address:
Witness Occupation:

.....
WITNESS to the above signature:-

Witness Signature:
Witness Name:
Witness Address:
Witness Occupation:

11th Jan 2010

Document Ref : 2148124082

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION
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.....
(director)

.....
(director/secretary/witness)

WITNESS to the above signature:-

Witness Signature:

Witness Name:

Witness Address:

Witness Occupation:

2. Garrett John Lynskey and Giuliana Micoli of Flat 2, 56 Redcliffe Gardens, London SW10 9HD (Joint member)



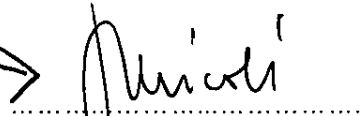
WITNESS to the above signature:-

Witness Signature: 

Witness Name: SIOZHAN MCCLEARY.

Witness Address: 80 CHELMSFORD ROAD
ESSOX CM15 8EL.

Witness Occupation: BANKER.



WITNESS to the above signature:-

Witness Signature: 

Witness Name: GABRIELE LINCKHOELE

Witness Address: 203, BUCKINGHAM PALACE ROAD
SW1W 9TD LONDON

Witness Occupation: BIOLOGIST

11th January 2010

3. Leonardo Laudicina and Apollonia Gasparre of Flat 3, 56 Redcliffe Gardens, London SW10 9HD (Joint member)

Leonardo Laudicina

Apollonia Gasparre

WITNESS to the above signature:-

WITNESS to the above signature:-

Witness Signature: *S. Natyjasiewicz*

Witness Signature: *Xaver Sailer*

Witness Name: SLAWOMIR NATYJASIEWICZ

Witness Name: XAVER SAILER

Witness Address: 15 DOUGHTY STREET
LONDON WC1N 2PL

Witness Address: 52 A PARKWAY
LONDON NW1 7AH

Witness Occupation: RISK MANAGER

Witness Occupation: RISK MANAGER

4. Divakaran Shefalika of Via Santa Marta 19 20123 Milan Italy

.....

WITNESS to the above signature:-

Witness Signature:

Witness Name:

Witness Address:

Witness Occupation:

DATED this 11th day of January 2010

3. Leonardo Laudicina and Apollonia Gasparre of Flat 3, 56 Redcliffe Gardens, London SW10 9HD (Joint member)

.....
WITNESS to the above signature:-

Witness Signature:

Witness Name:

Witness Address:

Witness Occupation:

.....
WITNESS to the above signature:-

Witness Signature:

Witness Name:

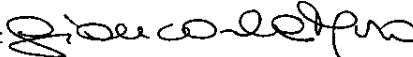
Witness Address:

Witness Occupation:

4. | Shefalika Divakaran ~~Shefalika~~ of Via Santa Marta 19 20123 Milan Italy

.....



WITNESS to the above signature:-

Witness Signature: 

Witness Name: GIANCARLA MORO

Witness Address: VIA SEPRI 8, 20149 MILAN, ITALY

Witness Occupation: COMPANY DIRECTOR.

DATED this 11th day of ~~June~~ 20 10


THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
56 REDCLIFFE GARDENS LIMITED

Preliminary

1. The regulations contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) (the "**Model Articles**") shall apply to 56 Redcliffe Gardens Limited (the "**Company**") except in so far as they are excluded or varied by these articles.

Interpretation

2. In these articles:
 - i. the "**articles**" means these articles of association of the Company;
 - ii. the "**Building**" shall mean the land and property known as 56 Redcliffe Gardens, London SW10 9HD;
 - iii. the "**Companies Act**" means the Companies Act 2006 as amended and in force from time to time;
 - iv. "**address**" in relation to electronic communications includes any number or address used for the purposes of such communications;
 - v. "**clear days**" in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
 - vi. "**communication**" means the same as in the Electronic Communications Act 2000;
 - vii. "**electronic communication**" means the same as in the Electronic Communications Act 2000;
 - viii. the "**Flat**" shall mean a residential long leasehold flat in the Building;
 - ix. "**the member**" means the person whose name is entered in the register of members as a member;
 - x. "**registered office**" means the registered office of the Company;
 - xi. "**secretary**" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary or if there is no

secretary of the Company any reference in these articles to the secretary shall be interpreted as a reference to a director or a person authorised generally or specifically in that behalf by the directors;

xii. **"the United Kingdom"** means Great Britain and Northern Ireland;

3. Subject as aforesaid, and unless the context otherwise requires, words or expressions contained in the articles bear the same meaning as in the Companies Act.

4. In these articles:

- i. words expressed in any gender shall, where the context so requires or permits, include any gender;
- ii. persons shall include bodies corporate and partnerships and other unincorporated bodies;

Members

5. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the articles shall be members of the Company.

6. No person shall be admitted to membership of the Company at any time unless that person, whether alone or jointly with others:

- i. is the owner of an Flat under a long lease and provided that there are no outstanding disputes between the Company and that person; and
- ii. has purchased from the Company a loan note in respect of the contribution towards the cost of the purchase of the Building (as assessed by the board of directors), or is the recipient of a transfer of a loan note from a previous freeholder, being their predecessor in title; or
- iii. is entitled to be a member in accordance with any resolution, and subject to such terms and conditions as may be specified, by the Company in general meeting from time to time; and
- iv. an application is submitted to the directors in accordance with Article 8.

and persons who are jointly so entitled shall be regarded as jointly being one member of the Company.

7. On any person ceasing to satisfy the requirements for membership set out in article 6, such person shall cease to be a member of the Company with immediate effect. If a member dies or becomes bankrupt, his personal representatives or trustee in bankruptcy will be entitled to be registered as a member upon notice in writing to the Company. If a person ceases to satisfy the requirements of article 6.i above he shall immediately be deemed to have assigned the loan note referred to in article 6.ii above to the new tenant under a long lease of his former Flat for the sum of £1.00. Model Article 22 is amended accordingly.

8. Every person who is entitled to be, and who wishes to become a member of the Company, shall deliver to the Company an application for membership

executed by him in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

To the Board of 56 Redcliffe Gardens Limited

I [name]

of [address]

wish to become a member of 56 Redcliffe Gardens Limited subject to the provisions of the Memorandum and Articles of Association of the Company and to any Rules made under those Articles. I agree to pay to the Company an amount of up to £1.00 if the Company is wound up while I am a member or within 12 months after I have ceased to be a member.

Signed

Dated

and the directors shall, upon being satisfied as to such persons entitlement to membership, register such person as a member of the Company. Model Article 21 is excluded accordingly.

9. Membership of the Company shall not be transferable save as permitted by the articles.

General Meeting

10. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Companies Act, shall forthwith (and in any event within twenty-one days) proceed to convene a general meeting for a date not more than twenty-eight days after the date of the notice convening the meeting. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.
11. All general meetings shall be held at the Building or at such other suitable place as is nearby and reasonably accessible to all members.

Notice of General Meetings

12. A general meeting shall be called by at least fourteen clear days notice but a general meeting may be called by shorter notice if is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights capable of being cast at such meeting.
13. The notice shall specify the time and place of the meeting and shall also include or be accompanied by a statement of the agenda of the business to be transacted at the meeting, the text of any resolutions to be proposed at the meeting, and an explanation to be provided by the proposers of any resolution of the motivation for such resolution.
14. Subject to the provisions of the articles, the notice shall be given to all the members and to the directors and auditors.

Proceedings at General Meetings

15. No business shall be transacted at any general meeting unless a quorum is present. Save in the case of the Company having a single member (where quorum shall be one), the quorum for the meeting shall be 20% of the members of the Company entitled to vote upon the business to be transacted, or two members of the Company so entitled (whichever is the greater) present in person or by proxy.
16. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting 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 at such adjourned meeting no quorum is present within half an hour from the time appointed for the adjourned meeting the members shall be the quorum and, save where the Company has a single member (where quorum shall be one), if only one member is present the meeting shall stand dismissed.

Votes of Members

17. On a show of hands, every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, unless the proxy (in either case) or the representative is himself a member entitled to vote, shall have one vote per Flat in the Building of which the member is an owner.
18. On a poll:
 - i. one vote shall be available to be cast in respect of each Flat in the Building, and that vote shall be cast by the member who is an owner of the flat; and
 - ii. any member who is not an owner of an Flat in the Building shall have one vote.
19. In the case of any persons who are to be regarded as jointly being a member of the Company, any such person may exercise the voting rights to which such joint members are entitled, but where more than one such person tenders a vote, whether in person or by proxy, the vote of the senior shall be accepted to the exclusion of the votes of the others, and seniority shall be determined by the order in which the names of such persons appear in the register of members.
20. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person, authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office, or at such other place as is specified in accordance with the articles for the deposit of, instruments of proxy, not less than 48 hours before the time appointed for holding the, meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

21. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

56 Redcliffe Gardens Limited

*I/We, *****, of *****, being a member/members of the above named company, hereby appoint **** of ****, or failing him, ***** of ****, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the company to be held on **** 2***, and at any adjournment thereof*

*Signed this ***** day of ***** 2****

22. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

56 Redcliffe Gardens Limited

*I/We, *****, of *****, being a member/members of the above named company, hereby appoint **** of **** or failing him ***** of ****, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the company, to be held on ***** 2***, and at any adjournment thereof*

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No.1 [for][against]

Resolution No.2 [for][against]

[Strike out whichever is not desired]

*Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting. Signed this ***** day of ***** 2****

23. The instrument appointing a proxy shall, if in writing, be deposited at such place as is specified in the notice convening the meeting, and, if in electronic form, be sent to such electronic address (if any) specified by the directors for these purposes, and in either case shall be received not less than 48 hours prior to the proposed meeting and an instrument of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.
24. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the registered office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken

otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

25. If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effective as if agreed by the Company in general meeting save that this Article shall not apply to resolutions proposed pursuant to sections 168 and 510 of the Companies Act 2006.
26. Any decision taken by a sole member in accordance with Article 25 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.
27. Resolutions under section 168 of the Companies Act 2006 (removal of a director) and section 510 of the Companies Act 2006 (removal of an auditor) shall only be considered by the Company in general meeting.

Qualification of Directors

28. Subject to Article 30 a director must be a member of the Company and Regulation 17(1) of the Model Articles shall be modified accordingly.
29. Where two or more persons hold joint membership to the Company only one of those joint members shall be entitled to hold office as a director.
30. Where a corporate body is a member of the Company it shall be entitled to appoint one person, not also being a corporate body, to stand for election as a director of the Company and to remove any such director from office and to appoint any other person in place of any such director so removed or dying or otherwise vacating office. Any individual member of the Company shall likewise be entitled to nominate one person to act as director in respect of each Flat owned by them.
31. Every appointment or removal made pursuant to Article 30 shall be made by notice in writing to the Company signed by or on behalf of the appointor and sent by post to or left at the registered office of the Company. Such notice shall take effect when served or (if sent by post) twenty four hours after the same shall have been properly addressed and posted.

Number of Directors

32. Unless otherwise determined by ordinary resolution, the minimum number of directors shall be one and the maximum number shall be four. Regulation 11 of the Model Articles shall be modified accordingly.

Appointment and Removal of Directors

33. No person shall be appointed as a director at any general meeting unless:
 - i. he is recommended by the directors; or
 - ii. not less than fourteen clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the 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.

34. Not less than seven clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment as a director. The notice shall give the particulars of that person which would, if he were so appointed be required to be included in the Company's register of directors.
35. 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.
36. 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.

Alternate Directors

37. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
38. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his service as an alternate director. It shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom unless he has given to the Company an address to which notices may be sent using electronic communications.
39. An alternate director shall cease to be an alternate director if his appointor ceases to be a director. If a director retires but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
40. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.
41. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

Disqualification and Removal of Directors

42. In addition to the matters set out in Regulation 18 of the Model Articles, the office of director shall be vacated if a director ceases to be a member of the Company or (being a director appointed pursuant to Article 30) is removed in accordance with that Article or his appointor ceases to be a member of the Company.
43. No person shall be disqualified from being or becoming a director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

Powers of Directors

44. Subject to the provisions of the Companies Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
45. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

Remuneration of Directors

46. Save with the consent of the Company in general meeting, the directors shall not be entitled to any remuneration and Model Article 19 shall be amended accordingly. Any resolution giving such consent shall specify the amount of remuneration to be paid to the directors, and unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

Directors Interests

47. Subject to the provisions of the Companies Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office (Model Article 14 is varied accordingly):
- i. may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested; and
 - ii. may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - iii. shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

48. For the purposes of the foregoing article:

- i. a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- ii. an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

Proceedings of Directors

49. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom unless he has given to the Company an address to which notices may be sent using electronic communications. Questions arising at a meeting of the directors shall be decided by a majority of votes of the directors present at the meeting (and participation in a director's meeting shall be as defined by Model Article 10). A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

50. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other greater number, shall be two, save that while the Company has a sole director, quorum shall be one. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. A person who holds office both as a director and as an alternate director shall only be counted once in the quorum.

51. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

52. A director who is a member of the Company may vote at any meeting of directors or of any committee of directors of which he is a member notwithstanding that it in any way concerns or relates to a matter in which he has any interest whatsoever, directly or indirectly, and if he votes on such a resolution, his vote shall be counted; and in relation to any such resolution, he shall (whether or not he votes on the same) be taken into account in calculating the quorum present at the meeting.

53. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

Entrenched Articles

54. Pursuant to section 22 of the Companies Act, the following provisions shall be entrenched in these articles and are unalterable save with the consent of all of the members of the company:

- i. pursuant to Article 6.i the directors shall only admit as members those who own a Flat in the Building; and
- ii. the Building shall only be sold with the authorisation of all members of the Company.

Dividends

55. Subject to the provisions of the Companies Act, the Company may by ordinary resolution declare dividends in favour of its members, but no dividend shall exceed the amount recommended by the directors.

56. No moneys payable to members in respect of a distribution shall bear interest against the Company except authorised by the directors or by ordinary resolution of the Company.

57. Any distribution payment which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the Company.

58. No distribution may be paid until the loan notes referred to in Article 6.ii have been repaid in full.

Notices

59. Any notice to be given to or by any person pursuant to the articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the directors need not be in writing or given using electronic communications if there is insufficient time to give such notice having regard to the urgency of the business to be conducted thereat.

Indemnity

60. Subject to the provisions of the Companies Act, and in particular section 532 of the Companies Act 2006:

- i. without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any 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 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; and

- ii. no director or other officer shall be liable for any loss, damage or other misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.
61. The directors shall have power to purchase and maintain for any director, officer or auditor of the Company, insurance against any such liability as per Model Article 39.

Rules or Bye-laws

62. The directors may from time to time make such rules or bye-laws, being not inconsistent with the Memorandum and the Articles of the Company, as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and in particular but without prejudice to the generality of the foregoing they may by such rules or bye-laws regulate:
- i. the conduct of the members of the Company in relation to one another and to the Company and the Company's servants;
 - ii. the setting aside of the whole or parts of the Building at any particular time or times for a particular purpose or purposes;
 - iii. the procedure at general meetings and meetings of the directors and committees of the directors of the Company insofar as such procedure is not regulated by these articles;
 - iv. generally, all such matters as are commonly the subject matter of company rules or rules or regulations appropriate to property of a similar nature and type to the Building.
63. The Company in general meeting shall have power by ordinary resolution to alter or repeal the rules or bye-laws and to make additions thereto and the directors shall adopt such means as they deem sufficient to bring to the notice of the members of the Company all such rules or bye-laws, which so long as they shall be in force, shall be binding on all members of the Company.

Objects of the Company

64. The objects for which the Company is established are:
- i. to exercise and to take all necessary and appropriate steps to acquire the freehold interest in of the property known as 56 Redcliffe Gardens, London SW10 9HD including any extension or development thereof or any appurtenance or alteration thereto and any part or parts thereof (including common parts) (the "**Premises**") for the mutual benefit of the lessees of the apartments comprised therein (the "**Apartments**") or so many of them as may from time to time be members of the Company;
 - ii. to acquire, hold, manage and administer the freehold of the Building and any other estate or interest, right or privilege whatsoever, whether legal or equitable, comprising or comprised in or otherwise connected with or concerning the Building;
 - iii. to maintain, repair and improve the Building, and to construct, develop, exchange, let on lease or otherwise, sell, assign, transfer, surrender, turn to account, grant licences, options, rights and

privileges in respect of, or otherwise dispose of or deal with all or any part of the Building;

- iv. to exercise the functions of the landlord under a lease of the whole or any part of the Building with respect to services, repairs, maintenance, improvements, insurance and general management;
- v. to exercise the functions of the landlord under a lease of the whole or any part of the Building in relation to the grant of approvals to the tenant under such lease, and to deal with any defective leases of the whole or any part of the Building;
- vi. to discharge any other general functions and duties of the landlord under a lease of the whole or any part of the Building;
- vii. to monitor, keep under review, investigate, verify and procure or enforce the performance by any person of the terms of any covenant, undertaking, duty or obligation howsoever arising in any way connected with or affecting the Building or any occupants thereof;
- viii. to provide and maintain services and amenities of every description in relation to the Building, to maintain, repair, renew, redecorate, repaint and clean the Building, and to cultivate, maintain, landscape and plant any land, gardens and grounds comprised in the Building;
- ix. to enter into contracts with builders, decorators, cleaners, tenants, contractors, gardeners, or any other person, to consult and retain any professional advisers and to employ any staff and managing or other agents and to pay, reward or remunerate in any way any person, firm or company supplying goods or services to the Company;
- x. to issue and receive any notice, counter-notice, consent or other communication and to enter into any correspondence concerning or in any way affecting the Building, the management of the Building, the occupants of the Building, the Company, any of its activities, or any member thereof;
- xi. to commence and pursue or defend or participate in any application to, or other proceeding before, any Court or tribunal of any description;
- xii. to insure the Building or any other property of the Company or in which it has an interest against damage or destruction and such other risks as may be considered necessary, appropriate or desirable and to insure the Company and its directors, officers or auditors against public liability and any other risks which it may consider prudent or desirable to insure against;
- xiii. to collect in or receive monies on account of rent, service charges, administration charges and other charges in relation to the Building, whether from tenants under leases of the whole of any part of the Building or otherwise, and, where required by law to do so, to hold, invest and deal with the same in accordance with the provisions of the Landlord and Tenant Act 1987 or any statutory modification or reenactment for the time being in force, and any Regulations or Orders made thereunder from time to time;

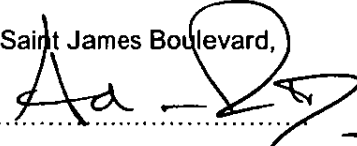
- xiv. with the consent of the Company in general meeting to purchase, acquire or accept any interests, licences, options, rights and privileges in or over any real property other than the Building, and with such consent, to maintain, repair and improve, construct, develop, exchange, let on lease or otherwise, sell, assign, transfer, surrender, turn to account, grant licences, options, rights and privileges in respect of, or otherwise dispose of or deal with all or any part of such real property;
- xv. to establish and maintain capital reserves, management funds and any form of sinking fund in order to pay or contribute towards all fees, costs, and other expenses incurred in the implementation of the Company's objects and, if and in so far as permitted by any enactment or agreement with them, to require the members of the Company to contribute towards such reserves or funds at such times, in such amounts and in such manner as the Company may think fit;
- xvi. to monitor and determine for the purpose of voting or for any other purpose the physical dimensions of the Building and any part or parts thereof and to take or obtain any appropriate measurements;
- xvii. to do all things specified for the time being in the articles of association of the Company;
- xviii. with the consent of the Company in general meeting, 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; and
- xix. to do all such other lawful things as may be incidental or conducive to the pursuit or attainment of the Company's objects or any of them;

AND SO THAT

- xx. 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; and
- xxi. 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.

Names and Addresses of Subscribers

1. Northumberland & Durham Property Trust Limited of City Gate, Saint James Boulevard,
Newcastle upon Tyne NE1 4JE

.....

(director)

.....
S. Rm
(director/secretary/witness)

WITNESS to the above signature:-

Witness Signature: S. Rm
Witness Name: STEWART BLACKFRIED
Witness Address: 210105 NORTH TRADERS BATTLE TOWN
Witness Occupation: CHARTERED SURVEYOR

2. Garrett John Lynskey and Giuliana Micoli of Flat 2, 56 Redcliffe Gardens, London SW10 9HD
(Joint member)

.....
WITNESS to the above signature:-

Witness Signature:
Witness Name:
Witness Address:
Witness Occupation:

.....
WITNESS to the above signature:-

Witness Signature:
Witness Name:
Witness Address:
Witness Occupation:

3. Leonardo Laudicina and Apollonia Gasparre of Flat 3, 56 Redcliffe Gardens, London SW10
9HD (Joint member)

.....
WITNESS to the above signature:-

Witness Signature:
Witness Name:
Witness Address:
Witness Occupation:

.....
WITNESS to the above signature:-

Witness Signature:
Witness Name:
Witness Address:
Witness Occupation:

11th January 2010

Names and Addresses of Subscribers

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Newcastle upon Tyne NE1 4JE

.....
(director)

.....
(director/secretary/witness)

WITNESS to the above signature:-

Witness Signature:

Witness Name:


Witness Address:

Witness Occupation:

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(Joint member)



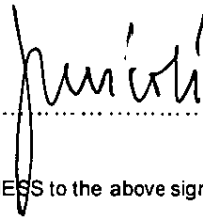
WITNESS to the above signature:-

Witness Signature: 

Witness Name: SIOBHAN MCGEARY.

Witness Address: 80 CHELMSFORD ROAD
ESSEX CM15 8RL.

Witness Occupation: BANKER.



WITNESS to the above signature:-

Witness Signature: 

Witness Name: GABRIELE LINGENHOELE

Witness Address: 203, BUCKINGHAM PALACE ROAD
SW1W 9TD LONDON

Witness Occupation: BIOLOGIST

3. Leonardo Laudicina and Apollonia Gasparre of Flat 3, 56 Redcliffe Gardens, London SW10
9HD (Joint member)

.....
WITNESS to the above signature:-

Witness Signature:

Witness Name:

Witness Address:

Witness Occupation:

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WITNESS to the above signature:-

Witness Signature:

Witness Name:

Witness Address:

Witness Occupation:

11th January 2010

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(director)

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Witness Address:

Witness Occupation:

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(Joint member)

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WITNESS to the above signature:-

Witness Signature:

Witness Name:

Witness Address:

Witness Occupation:

.....
WITNESS to the above signature:-

Witness Signature:

Witness Name:

Witness Address:

Witness Occupation:

3. Leonardo Laudicina and Apollonia Gasparre of Flat 3, 56 Redcliffe Gardens, London SW10
9HD (Joint member)

Leonardo Laudicina

Apollonia Gasparre

WITNESS to the above signature:-

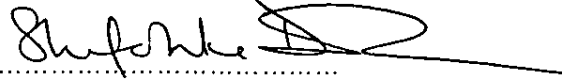
WITNESS to the above signature:-

Witness Signature: *S. Matyjaszkiewicz*
Witness Name: **SLAWONIA MATYJASZKIEWICZ**
Witness Address: **15 DOUGHTY STREET**
LONDON WC1N 2PL
Witness Occupation: **RISK MANAGER**

Witness Signature: *Mil*
Witness Name: **Xavier Sailer**
Witness Address: **52A Parkway**
London NW1 7AH
Witness Occupation: **Risk Manager**

11th Jan 2010

4. Shefalika Divakaran ~~Shefalika~~ of Via Santa Marta 19 20123 Milan Italy



WITNESS to the above signature:-

Witness Signature: 

Witness Name: GIANCARLA MORO

Witness Address: VIA SEPrio 8, 20149 MILAN, ITALY

Witness Occupation: COMPANY DIRECTOR

DATED this 11th day of January 2010