

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 07308738

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

50 GROVE HILL ROAD LIMITED

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

Given at Companies House, Cardiff, on 8th July 2010



N07308738N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006



Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: **08/07/2010**



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*Company Name
in full:* **50 GROVE HILL ROAD LIMITED**

Company Type: **Private limited by shares**

*Situation of Registered
Office:* **England and Wales**

*Proposed Register
Office Address:* **CENEX HOUSE THE OLD BAKERY
MAIDSTONE ROAD
MARDEN
KENT
UNITED KINGDOM
TN12 9AB**

I wish to adopt entirely bespoke articles

Proposed Officers

Company Secretary *I*

Type: **Person**

Full forename(s): **ANDREW**

Surname: **MCGILL**

Former names:

Service Address: **CENEX HOUSE THE OLD BAKERY
MAIDSTONE ROAD
MARDEN
KENT
UNITED KINGDOM
TN12 9AB**

Consented to Act: **Y** *Date authorised:* **08/07/2010** *Authenticated:* **YES**

Company Director *I*

Type: **Person**

Full forename(s): **MRS VICTORIA**

Surname: **MARTIN**

Former names:

Service Address: **GREEN WESTON OAST PEARSONS GREEN ROAD
BRENCHLEY
KENT
UNITED KINGDOM
TN12 7DE**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **01/03/1978** *Nationality:* **BRITISH**

Occupation: **HM FORCES**

Consented to Act: **Y** *Date authorised:* **08/07/2010** *Authenticated:* **YES**

Company Director **2**

Type: **Person**

Full forename(s): **MS FRANCESCA**

Surname: **ELIZABETH**

Former names:

Service Address: **2 BELGROVE
TUNBRIDGE WELLS
KENT
UNITED KINGDOM
TN1 1YW**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **29/12/1979** *Nationality:* **BRITISH**

Occupation: **MANAGEMENT
CONSULTANT**

Consented to Act: **Y** *Date authorised:* **08/07/2010** *Authenticated:* **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	12
		<i>Aggregate nominal value</i>	12
<i>Currency</i>	GBP	<i>Amount paid per share</i>	12
		<i>Amount unpaid per share</i>	0
<i>Prescribed particulars</i>	"ORDINARY SHARES HAVE FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND CAPITAL DISTRIBUTIONS"		

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	12
		<i>Total aggregate nominal value</i>	12

Initial Shareholdings

Name: **FRANCESCA ELIZABETH**

Address: **2
BELGROVE
TUNBRIDGE WELLS
KENT
UNITED KINGDOM
TN1 1YW**

Class of share: **ORDINARY**

Number of shares: **6**

Currency: **GBP**

*Nominal value of
each share:* **1**

Amount unpaid: **0**

Amount paid: **6**

Name: **VICTORIA MARTIN**

Address: **GREEN WESTON OAST
PEARSONS GREEN
ROAD
BRENCHLEY
KENT
UNITED KINGDOM
TN12 7DE**

Class of share: **ORDINARY**

Number of shares: **6**

Currency: **GBP**

*Nominal value of
each share:* **1**

Amount unpaid: **0**

Amount paid: **6**

Statement of Compliance

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

Name: **FRANCESCA ELIZABETH**

Authenticated: **YES**

Name: **VICTORIA MARTIN**

Authenticated: **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated: **Yes**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of 50 Grove Hill Road 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 and to take at least one share each.

Name of each subscriber

Authentication by each subscriber

Francesca Elizabeth

Victoria Martin

Dated 8 July 2010

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF 50 Grove Hill Road Limited

PRELIMINARY

1.1The company was incorporated in England and Wales.

1.2The Model Articles for private companies limited by shares in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI2008/3229) ("Model Articles") apply to the company as in force on the date when the articles of association set out below ("the articles", which expression includes any subsequent amendment to them) are adopted by the company, save that the articles prevail in the case of any exclusion, inconsistency or variation. Any reference in the articles to a numbered paragraph means the paragraph so numbered in the Model articles.

1.3The Interpretation Act 1978 and the definitions as indexed in Schedule 8 to the Companies Act 2006 ("the Act") in each case as from time to time may be amended, extended or re-enacted, apply to the articles. Words and expressions used in the articles, unless the context otherwise requires, have the same meaning as in the Act. Any reference in the Articles to a particular statutory provision includes the provision from time to time may be amended, extended or as re-enacted. The heading and index do not affect the construction, interpretation and meaning of the articles.

1.4The articles are included within the meaning of the Company's constitution ("constitution") according to section 17 of the Act (a company's constitution), and the provisions of the constitution bind the members to the same extent as if they are covenants on the part of the Company and each of its members to observe the provisions.

2. Regulations 19 and 26 of the Model Articles shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of the Model Articles, subject to the modifications hereinafter contained, shall constitute the regulations of the Company. Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of Incorporation of the Company.

3. The objects for which the Company is established are:-

(A) To manage the building known as 50 Grove Hill Road comprising four flats and to supply to the lessees and occupiers of such flats such services as are mentioned in the respective leases of such flats.

(B) To exercise the functions of a Residents Association and Management Company formed to safeguard and promote the common interest of the residents of such building aforesaid.

(C) To borrow and raise money in such manner as the Company shall think fit.

(D) To do such things as are incidental or conducive to the attainment of the above objects or as are calculated to enhance the value, amenities and beneficial advantage of such building aforesaid.

(E) To purchase, take on lease or otherwise acquire all or any part of such building as aforesaid and its curtilage or easements or other rights over or in respect of all or any of the same (with power to negotiate or accept any modifications of or deletion from any lease, grant or agreement

of or affecting the same) and to sell or otherwise dispose of any property or rights for the time being belonging to the Company which it shall not be deemed expedient to retain for the benefit of the members of the Company.

(F) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.

(G) To sell, lease, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.

(H) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.

(I) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.

(J) To do such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. In these Articles:-

(a) ``Flat'' means one of the four flats in the building referred to in Clause 3(A) of the Articles of Association.

(b) ``Owner'' means the lessee for the time being of a Flat.

(c) ``Ordinary Share'' means the shares in the Company which is acquired by the Owner on the occasion of the grant or assignment to him of a lease of a Flat.

SHARES

6. The Directors of the Company are authorised during the period of five years from the date of Incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit subject to the provisions of Article 8 of these Articles and provided that no shares shall be issued at a discount.

7. Section 561(1) of the Act shall not apply to the allotment by the Company of equity securities.

8. No person except an Owner shall be registered as the owner of Ordinary Shares and no Owner shall be registered as the holder of more than three Ordinary Shares for each Flat of which he or she holds the lease. Three Ordinary shares shall be issued to the lessee of a Flat to the intent that ownership of each Flat will carry with it the ownership of one fourth of the Company. If more than one person is jointly the owner of a Flat, those persons shall jointly hold the corresponding shares in the Company but shall have only one vote in respect of such shares (whether as Members or

Directors) which shall be cast by the holder whose name first appears in the Register of Members.

9. The Directors shall be bound to register:-

(a) a transfer by an Owner of his Ordinary Shares to an assignee of the lease of his Flat.

(b) as a member any person who has by reason of the death, bankruptcy or insolvency of a member become entitled to the member's Ordinary Shares and has vested in him the member's lease of his Flat.

(c) a transfer by a mortgagee of any Ordinary Shares to a purchaser from such mortgagee under his power of sale of the Flat in respect of which such Ordinary Shares was charged to the mortgagee.

LIEN

10. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all the monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER AND TRANSMISSION OF SHARES

11. If a member fails to transfer his Ordinary Shares to an assignee of the lease of the Flat of which he is the Owner within one month of the date of the relevant assignment of the lease the Directors shall be entitled by resolution to appoint some person to be the attorney of such member to execute the transfer of such Ordinary Shares to such assignee for its nominal value and the Company shall upon receiving the purchase price from the assignee register such transfer and thereupon the transferee shall become a member in place of the previous holder of such Ordinary Shares.

GENERAL MEETING

12. Every notice convening a general meeting shall comply with the provisions of Section 325(1) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the Secretary for the time being of the Company.

DIRECTORS

13. Unless and until the Company in general meeting shall otherwise determine, the number of Directors shall not be less than one nor more than four. No person other than an Owner shall be a Director and upon that person ceasing to be an Owner he or she shall cease forthwith to be a Director of the Company.

14. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the

statement delivered under Section 12(1)(2) of the Act.

PROCEEDINGS OF DIRECTORS

15. A Director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

SECRETARY

16. The first Secretary (if any) of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 12(1)(2) of the Act. A person other than an owner may be the Secretary of the Company.

INDEMNITY

17. In addition to the indemnity contained in regulation 52 of the Model Articles and subject to the provisions of Section 532 of the Act every Director, managing Director, agent, secretary (if any), auditor and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the proper execution and discharge of the duties of his office.