



FILE COPY

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

Company No. 7616805

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

50 SINCLAIR ROAD FREEHOLD 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 **27th April 2011**



N07616805K



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

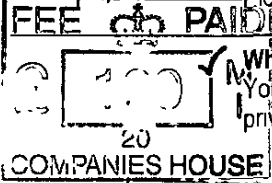
Application to register a company



27/4/2011

A fee is payable with this form

Please see 'How to pay' on the last page



What this form is for

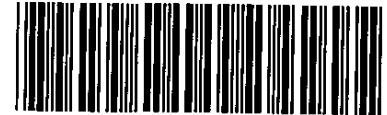
You may use this form to register a private or public company



What this form is NOT for

You cannot use this form to register a limited liability partnership. If this, please use form LL IN01

WEDNESDAY



LD1

27/04/2011

61

COMPANIES HOUSE

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

50 SINCLAIR ROAD FREEHOLD LIMITED

For official use

7616805

① 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

② 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

③ 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

④ Company type

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

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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 ②**

Please give the registered office address of your company

Building name/number	FLAT 9
Street	50 SINCLAIR ROAD
Post town	LONDON
County/Region	
Postcode	W 1 4 0 N H

② 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 ③**

Please choose one option only and tick one box only

- | | |
|----------|---|
| Option 1 | <p>I wish to adopt one of the following model articles in its entirety Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares
<input type="checkbox"/> Private limited by guarantee
<input type="checkbox"/> Public company</p> |
| Option 2 | <p>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</p> <p><input type="checkbox"/> Private limited by shares
<input type="checkbox"/> Private limited by guarantee
<input type="checkbox"/> Public company</p> |
| Option 3 | <p><input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application</p> |

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8**Restricted company articles ④**

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

☐**④ Restricted company articles**

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

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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 *	Ms
Full forename(s)	RUTH PENELOPE
Surname	JACKSON
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 ③**

Building name/number	FLAT 9-50
Street	SINCLAIR ROAD
Post town	LONDON
County/Region	
Postcode	W14 0NH
Country	

③ 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 ④**

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

Signature	Signature X <i>Ruth Jackson</i> X
-----------	--------------------------------------

④ 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 ①**

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

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① 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 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)

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 ④

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

C5 Signature ⑤

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

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate secretary 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 *	MR
Full forename(s)	GUSTAVO DOMINGOS ROMANO
Surname	OLIVEIRA
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH CITIZEN
Date of birth	d1 d0 m1 m0 y1 y9 y7 y4
Business occupation (if any) ④	

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 9
Street	50 SINCLAIR ROAD
Post town	LONDON
County/Region	
Postcode	! 1 4 0 N H
Country	

⑤ Service address

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

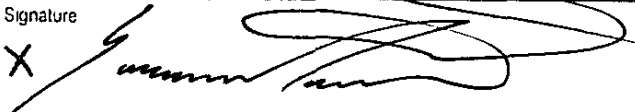
Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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 
-----------	--

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)	FREDERICA
Surname	CUTELLE
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH CITIZEN
Date of birth	d2 d7 m0 m8 y1 y9 y6 y7
Business occupation (if any) ④	

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 5
Street	50 SINCLAIR ROAD
Post town	LONDON
County/Region	
Postcode	W 1 4 0 N H
Country	

⑤ Service address

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

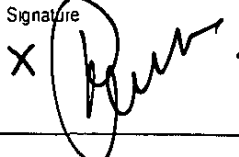
Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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

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

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

X

⑤ Signature

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

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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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
			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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
			Totals	

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
			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 ④

① **Total aggregate nominal value**
 Please list total aggregate values in
 different currencies separately For
 example £100 + €100 + \$10 etc

① Including both the nominal value and any
 share premium

③ Number of shares issued multiplied by
 nominal value of each share

② Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation
 page if necessary

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

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Application to register a company

Class of share		
Prescribed particulars 1		<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none">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), andd 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 <p>A separate table must be used for each class of share</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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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						

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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	GUSTAVO DOMINGOS ROMANO
Surname 1	OLIVEIRA
Address 2	FLAT 9, 50 SINCLAIR ROAD
	LONDON
Postcode	W 1 4 0 N H
Amount guaranteed 3	£1 00

Subscriber's details

Forename(s) 1	FREDERICA
Surname 1	CUTELLE
Address 2	FLAT 5, 50 SINCLAIR ROAD
	LONDON
Postcode	W 1 4 0 N H
Amount guaranteed 3	£1 00

Subscriber's details

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

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Application to register a company

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

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

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

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

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

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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	FURSTERS LLP	
Building name/number	31	
Street	HILL STREET	
Post town	LONDON	
County/Region		
Postcode	W I T S L S	
Country	UK	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X Fursten Up	X

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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 **ANDREW PENNY**Company name **FORSYTHS LLP**Address **31 HILL STREET**Post town **LONDON**County/Region **GRE**Postcode **W1T 5LS**Country **UK**DX **82988 Mayfair**Telephone **020 7 863 8522****Certificate**

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below.

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agent's 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 Memorandum of Association.
- ☒ 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 is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk

**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,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
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

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association

of

50 Sinclair Road Freehold Limited

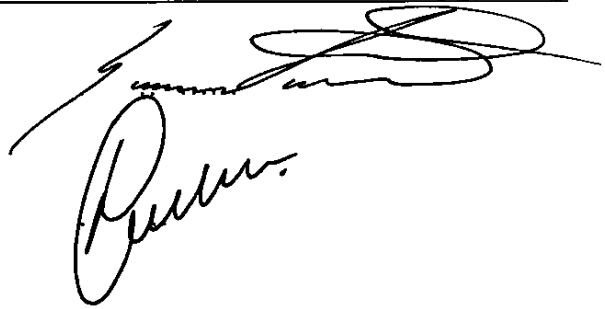
Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of each subscriber

Authentication by each subscriber

Gustavo Domingos Romano Oliveira

Frederica Cutelle

Two handwritten signatures are present. The top signature is for Gustavo Domingos Romano Oliveira, written in dark ink with a stylized, cursive script. The bottom signature is for Frederica Cutelle, also in dark ink, with a more fluid, cursive style.

Dated

19 April, 2011

DATED

19th April

2011

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

50 SINCLAIR ROAD FREEHOLD LIMITED



FORSTERS



Forsters LLP

31 Hill Street

London W1J 5LS

Tel: 020 7863 8333

Fax: 020 7863 8444

Email: Enquiries@Forsters.co.uk

Ref: AHP/31640.1

Part 1

Interpretation, Limitation of Liability and Objects

1 Defined terms

In these articles, unless the context requires otherwise

"Articles" means the Company's articles of association,

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

"Committee" means the Executive Committee being the directors for the time being of the Company,

"Common Parts" means those parts of the Premises which are not Flats, and without prejudice to the generality of the foregoing, by, on, over or through which services are provided or amenity afforded to the Premises as a whole or to the Participating Lessees or Occupiers generally,

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company,

"document" includes, unless otherwise specified, any document sent or supplied in electronic form,

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"Flat" means a flat forming part of the Premises (which term shall include any maisonette or flat being a separate dwelling), and other land enjoyed exclusively by that flat,

"Lease" means the Lease of a Flat in favour of the original Participating Lessee of that Flat,

"member" has the meaning given in section 112 of the Companies Act 2006,

"month" means Calendar Month,

"Occupier" means a resident of a Flat,

"office" means the registered office of the Company,

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006,

"Participating Lessee" means any lessee of a Flat in the Premises who is or intends to be a signatory to a Participation Agreement to be entered into with the Company relating to the acquisition of the freehold title to the Premises and the successors in title to such a lessee,

"Premises" includes the building and the freehold land on which it stands known as 50 Sinclair Road London W14 0NH and Registered at HM Land Registry under title number 424672,

"proxy notice" has the meaning given in Article 27,

"Secretary" means any person appointed to do the duties of the secretary,

"special resolution" has the meaning given in section 283 of the Companies Act 2006,

"Statutes" refers to the Companies Act 2006 (or any statutory modification thereof) and every other Act for the time being in force concerning companies and affecting the Company,

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006,

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise, and

"year" means calendar year

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company

2 Objects of the Company

- 2 1 To accept a transfer of and to hold the freehold of the Premises
- 2 2 To act as an association of and for the Participating Lessees and to manage and administer the Common Parts and the Premises generally and in accordance with the covenants on the part of the Company contained in the Leases of the Flats
- 2 3 To provide such services for the Participating Lessees and/or Occupiers and to carry out such reconstruction, renewal, repairs, maintenance or renovation thereto as required under the Leases and as the Committee may consider necessary or desirable and to provide or procure the provision of such services for the Premises and the Flats as may be required or expedient and to levy a service charge in accordance with the provisions of the Leases
- 2 4 To make rules for the management of the Premises and the mutual convenience of the Participating Lessees and/or Occupiers Provided That no such rules (which may include appropriate sanctions) shall be effective unless approved (or amended) by a special resolution of the members of the Company
- 2 5 To purchase or sell, to take or let on lease, to take or give in exchange or 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.
- 2 6 To carry on any other trade or business whatever which, in the opinion of the members of the Committee, can be advantageously carried on in connection with or ancillary to the principal objects of the Company or is calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company

- 2 7 To borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit
- 2 8 To invest the monies of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit
- 2 9 To sell, let, mortgage, dispose of, or turn to account all or any of the property or assets of the Company
- 2 10 To engage and pay such surveyors, agents solicitors and other professional persons and contractors and workmen and to employ such staff as are considered necessary for furthering the objects of the Company
- 2 11 To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants
- 2 12 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company
- 2 13 To accept, draw, make, execute, discount or endorse bills of exchange, promissory notes, or other negotiable instruments
- 2 14 To insure the Company, its officers, contractors and employees and its property against all risks to which it or they may be or become liable

3 Distributions

- 3 1 The income and property of the Company shall be applied first towards the promotion of its objects
- 3 2 The Company may resolve that any assets by the Company which are surplus to the actual and reasonably foreseeable requirements of the Company and proper promotion of its objects should be distributed among the members of the Company in the proportions as each member as a Participating Lessee is obliged to contribute to service charge in respect of his Flat as set out in the relevant provision of the Lease of the relevant Flat But no such special resolution shall be effective unless the Company's auditors (or other accountants appointed for the purpose) shall have approved in writing the amount of surplus which it is proposed to distribute The members of the Company entitled to participate in such a distribution shall, unless the special resolution authorising such distribution provides to the contrary, be those members entitled to attend and vote at the general meeting at which such special resolution is proposed

4 Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for

- (a) payment of the Company's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves

Part 2

Committee

Committee's Powers and Responsibilities

5 Committee's general authority

Subject to the Articles, the Committee is responsible for the management of the Company's business, for which purpose it may exercise all the powers of the Company

- 6 All acts done by any meeting of the Committee or by any person acting as a member of the Committee, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment or continuance in office of any member of the Committee or person acting as such or that any such member or person was disqualified or had vacated office or was 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 member of the Committee and had been duly appointed

Decision-Making

7 Committee members to take decisions collectively

- 7 1 The general rule about decision-making by the Committee is that any decision of the Committee must be a majority decision at a meeting
- 7 2 A resolution in writing signed by both the members of the Committee for the time being shall be as effective as a resolution passed at a meeting of the Committee duly convened and held, and may consist of several documents in the like form, each signed by one or more of the members of the Committee
- 7 3 A member of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment whereby everyone participating in the meeting can hear each other at the same time Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting

8 Calling a Committee meeting

- 8 1 The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit
- 8 2 Any member of the Committee may, and the secretary on the requisition of a member of the Committee shall, at any time summon a meeting of the Committee

9 Quorum for Committee meetings

- 9 1 At a Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 9 2 Subject to the proviso to Article 9 4 below, the quorum necessary for the transaction of the business for the Committee shall be four
- 9 3 A meeting of the Committee at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Committee.

9 4 If the total number of Committee members for the time being is less than the quorum required, the Committee members must not take any decision other than a decision

(a) to appoint further Committee members, or

(b) to call a general meeting to enable further Committee members to be appointed

Provided That while the number of members of the Company is fewer than the quorum set for the Committee in Article 9 2 above, the Committee members who are or who represent those members shall together be a quorum of the Committee for all purposes

10 Chairing of Committee meetings

10 1 The members of the Committee may elect a chairman of the Committee and determine the period for which he is to hold office

10 2 The person so appointed for the time being is known as the chairman

10 3 The Committee may terminate the chairman's appointment at any time

10 4 If the chairman is not participating in a Committee meeting within ten minutes of the time at which it was to start, the participating members of the Committee must appoint one of themselves to chair it

11 Borrowing powers

The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, 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

12 Appointing a Manager

12 1 The Committee may from time to time appoint any person or firm as its agent or otherwise to manage the business of the Company as managing agents or otherwise, and may employ any person in any salaried employment or office in the Company in each case for such period and on such terms as they think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment (such manager, employee, officer or agent being hereinafter referred to as "the Manager").

12 2 The Committee may entrust to and confer upon the Manager any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and may from time to time revoke, withdraw, alter or vary all or any of such powers Provided That all activities of the Manager shall be reported back to the Committee regularly

13 Appointing a Secretary

Subject to the provisions of the Statutes the Secretary may be appointed by the Committee for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them

14 Accounts

14 1 The Committee shall cause to be kept at the office, or at such other place within Great Britain as the Committee think fit, proper books of account which conform in all respects with the provisions of the Statutes and which shall contain in particular (and without prejudice to the generality of the foregoing) -

- (a) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place,
- (b) all sales and purchases of assets by the Company,
- (c) the assets and liabilities of the Company

14 2 Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions

14 3 The books of accounts shall always be open to the inspection of members of the Committee

15 Records of decisions to be kept

The Committee members must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every majority decision taken by the Committee

16 Discretion to make further rules

Subject to the Articles, the Committee members may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Committee members

Appointment of Committee Members

17 The Committee

17 1 The Committee shall not be fewer than two more than the number of members. Only members of the Company or their representatives appointed in accordance with Article 18 2 below may be members of the Committee

17 2 The subscribers of the Memorandum of Association shall be the first members of the Committee

18 Methods of appointing members of the Committee

18 1 Subject to Article 19 below, any member who wishes to act as a Committee member shall be appointed as such automatically on notifying the Committee of this wish

18 2 Any individual member or a corporation or an unincorporated association which is a member may by notice in writing or by resolution of its directors or other governing body authorise such person as he or it thinks fit to act as his or its representative as member of the Committee. Such a notice or authorisation being notified to the Company

at the office shall be valid until revoked in like manner or on the appointor ceasing to be a member

19 Termination of Committee member's appointment

19 1 A member of the Committee shall vacate office in any of the following events, namely

- (a) if he resigns in writing,
- (b) a bankruptcy order is made against him,
- (c) he makes a composition with his creditors generally in satisfaction of his debts,
- (d) a registered medical practitioner gives a written opinion to the Company stating that the Committee member has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (e) by reason of his mental health, a court makes an order which wholly or partly prevents him from exercising personally any powers or rights which he would otherwise have,
- (f) if he ceases to be a member of the Company, whether because he ceases to be Participating Lessee or otherwise or if he is the representative of a member and is either removed pursuant to Article 18 2 above or if the appointing member ceases to be a member for any reason

19 2 The Company may by ordinary resolution appoint or remove members of the Committee but any member (or the proxy at the meeting in question of any member) whom or whose representative (appointed in accordance with Article 18 2) it is proposed to remove shall have one additional vote for each of the other members present when such ordinary resolution for his (or his or its representative's) removal is put to the vote

20 Committee's expenses

20 1 The members of the Committee shall not be entitled to any remuneration in that capacity but, at the discretion of the chairman, may be paid all reasonable out-of-pocket expenses properly incurred by them in attending and returning from meetings of the Committee or general meetings of the Company or in connection with the business of the Company

20 2 A member of the Committee may be a paid employee of the Company or otherwise provide services to the Company for remuneration

Part 3

Members

Becoming and ceasing to be a Member

21 Applications for membership

21 1 The number of members with which the Company proposes to be registered is two, but the Committee shall from time to time register an increase of members as required below Notwithstanding Article 21 2 below, for administrative convenience, the initial subscribing members and their immediate replacements, if any, need not be Participating

Lessees, but those subscribers or their replacements shall resign as members as soon as at least two Participating Lessees have been appointed members pursuant to paragraphs 21 2 and 21 3 below

21 2 Every Participating Lessee shall be entitled, in complying with the requirements set out in the next paragraph, to become a member of the Company and no person other than a subscriber to this Memorandum and Articles or the replacement for such a member or a Participating Lessee shall be registered as a member

21 3 Every Participating Lessee desirous of becoming a member of the Company shall sign and deliver to the Company an application for membership in the following or a similar form -

"To the Committee, 50 Sinclair Road Freehold Limited ("the Company")

I/We of

desire to become members of the Company and request you to enter my/our name in the Register of Members accordingly I/We agree to be bound by the Memorandum and Articles of Association of the Company and in particular to contribute £1 in the event that the Company is put into insolvent liquidation"

21 4 When a member is more than one person they shall be deemed for all purposes of membership of the Company to be one member and all correspondence and notices relating to the Company and its affairs shall be directed to the first named member

22 Termination of membership

22 1 A member shall cease to be a member if he ceases to be a Participating Lessee on death or otherwise Provided That without prejudice to Articles 27 4, 29 and 30 below

- (a) in the circumstances envisaged in the Participation Agreement (but not otherwise), his personal representatives, or
- (b) where he is of unsound mind, his receiver or attorney under a duly registered Enduring or Lasting Power of Attorney shall be entitled to be treated in all respects (including, without prejudice to the generality of the foregoing, the right to appoint a proxy) as a member of the Company on behalf of the member in question

Organisation of General Meetings

23 Attendance and speaking at general meetings

23 1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting

23 2 A person is able to exercise the right to vote at a general meeting when

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- 23 3 The Committee members may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- 23 4 Any corporation or the trustee or trustees of any unincorporated association which is or who are a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation or association which he represents as that corporation or the trustee/s of that association could exercise if it were an individual member of the Company including, without prejudice to the generality of the foregoing, the power to appoint a proxy Such an authorisation, being notified to the Company not less than 48 hours before it is to be used, shall be valid until revoked by similar notice
- 24 **Quorum for general meetings**
- 24 1 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business While there are only two members they shall form a quorum for all purposes, otherwise four members shall be a quorum
- 24 2 If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine
- 25 **Chairing general meetings**
- 25 1 If the Committee has appointed a chairman, the chairman shall chair general meetings if present and willing to do so
- 25 2 If the Committee has not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start
 - (a) the Committee members present, or
 - (b) (if no Committee members are present), the meeting, must appoint a member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting
- 25 3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting"
- 25 4 The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting
- 25 5 The chairman of the meeting shall not have a second or casting vote

26 Adjournment

- 26 1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it
- 26 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if
- (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 26 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- 26 4 When adjourning a general meeting, the chairman of the meeting must
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Committee members, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 26 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain
- 26 6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

Voting at General Meetings

27 Voting - general

- 27 1 A resolution put to the vote of a general meeting shall be decided on a show of hands
- 27 2 Subject to the provisions contained in Articles 19 2, 27 3 and 27 4 every member shall have one vote Provided That if a member is a Participating Lessee in respect of more than one Flat, he shall be entitled to one vote for each flat of which he is a Participating Lessee Such additional votes shall be taken into account on any show of hands or a poll
- 27 3 No member other than a member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership or otherwise shall be entitled to vote on any question either personally or by proxy or as proxy for another member at any general meeting

27 4 Votes may be given either personally or by proxy

27 5 A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations or associations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting duly convened and held. Such a written resolution may constitute more than one document in like form

28 **Errors and disputes**

28 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid

28 2 Any such objection must be referred to the chairman of the meeting whose decision is final

29 **Content of proxy notices**

29 1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") " which:

- (a) states the name and address of the member appointing the proxy,
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Committee may determine, and
- (d) is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate

29 2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

29 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

29 4 Unless a proxy notice indicates otherwise, it must be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

30 **Delivery of proxy notices**

30 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person

- 30 2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 30 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- 30 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf
- 31 **Amendments to resolutions**
- 31 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- 31 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantial error in the resolution
- 31 3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

Part 4

Administrative Arrangements

32 Means of communication to be used

- 32 1 Anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company
- 32 2 Any notice or document may be served by the Company on any member personally, by sending it through the post in a first class prepaid letter addressed to such member, or by personal delivery to the registered address of the member as appearing in the register of members or to such other address as he may supply to the Company for the giving of notices to him, and any notice so served by post or delivery shall be deemed to have

been duly served notwithstanding that such member be then dead or bankrupt and whether or not the Company have notice of his death or bankruptcy

32 3 Any notice or document served by first class post shall be deemed to have been served at the expiration of three days (inclusive of the day of posting) after the letter containing the same is posted, and in proving such service it shall be sufficient to show that the envelope containing such notice or document was properly addressed, stamped and posted

32 4 In the case of personal delivery by a member of the Committee, the certificate of that member that such notice was delivered at a particular address at a specified time shall be sufficient evidence that such notice was served at that time

33 **Company seals**

33 1 Any common seal may only be used by the authority of the Committee

33 2 The Committee may decide by what means and in what form any common seal is to be used

33 3 Unless otherwise decided by the Committee, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature

33 4 For the purposes of this article, an authorised person is:

- (a) any Committee member of the company,
- (b) the company secretary (if any), or
- (c) any person authorised by the Committee for the purpose of signing documents to which the common seal is applied

Directors' Indemnity

34 **Indemnity**

34 1 Subject to the provisions of the Statutes every member of the Committee, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the proper execution and discharge of his duties or in relation thereto

34 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

Winding-Up

35 **Winding-Up**

35 1 Every member of the Company undertakes to contribute such amount as may be required (not exceeding one pound (£1 00)) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of

the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves

- 35 2 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be distributed to the members in the same proportion as each member as a Participating Lessee is obliged to contribute to service charge in respect of his Flat as set out in the relevant provision of the Lease of the relevant Flat

Subscribers

Gustavo Domingos Romano Oliveira

Flat 9
50 Sinclair Road
London W14 0NH

In the presence of -

Signature of witness

Printed name

Address

Frederica Cutelle

Flat 5
50 Sinclair Road
London W14 0NH

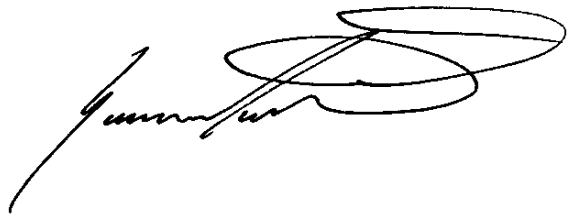
In the presence of -

Signature of witness


Printed name VICTORIA- LEE JOHN

Address 15 LEXINGTON COURT
PURLEY
SURREY CR8 1JA

Signatures of subscribers



victoria-lee john
15 Lexington Court Purley CR8 1JA



Dated 14 April

2011