File Copy

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company No. 8510466

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

5-8 BAKERS COURT FREEHOLD COMPANY 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 and Wales

Given at Companies House, Cardiff, on 30th April 2013

N08510466H

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: **30/04/2013**

X27DQH61

Company Name in full:	5-8 BAKERS COURT FREEHOLD COMPANY LIMITED
Company Type:	**Private limited by guarantee**
Situation of Registered Office:	**England and Wales**
Proposed Register Office Address:	**6 BAKERS COURT** **36B WRIGHTS ROAD** **LONDON** **UNITED KINGDOM** **SE25 6RX**

I wish to adopt entirely bespoke articles

Proposed Officers

Company Secretary 1

Type: **Person**

Full forename(s): **JORDI**

Surname: **CAROL**

Former names:

Service Address: **BAKERS COURT 36B WRIGHTS ROAD**
LONDON
UNITED KINGDOM
SE25 6RX

Consented to Act: **Y** *Date authorised:* **30/04/2013** *Authenticated:* **YES**

Company Director 1

Type: **Person**

Full forename(s): **MR JASON ANDREW**

Surname: **CARTER**

Former names:

Service Address: **BAKERS COURT 36B WRIGHTS ROAD**
LONDON
UNITED KINGDOM
SE25 6RX

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

Date of Birth: **27/10/1972** *Nationality:* **BRITISH**

Occupation: **PRODUCT WRITER**

Consented to Act: **Y** *Date authorised:* **30/04/2013** *Authenticated:* **YES**

Statement of Guarantee

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;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

Name: **JASON ANDREW CARTER**

Address: **BAKERS COURT**
LONDON
UNITED KINGDOM

Amount Guaranteed: **1**

Statement of Compliance

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

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **ASHLEY TAYLORS LLP**

Agent's Address:
1ST FLOOR OFFICES
11 HORSTED SQUARE BELLBROOK BUSINESS PARK
UCKFIELD
SUSSEX
UNITED KINGDOM
TN22 1QL

Authorisation

Authoriser Designation: **agent** *Authenticated:* **Yes**

Agent's Name: **ASHLEY TAYLORS LLP**

Agent's Address:
1ST FLOOR OFFICES
11 HORSTED SQUARE BELLBROOK BUSINESS PARK
UCKFIELD
SUSSEX
UNITED KINGDOM
TN22 1QL

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of 5-8 BAKERS COURT FREEHOLD COMPANY 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

Jason Andrew Carter

Dated 30 April 2013

THE COMPANIES ACTS 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
5-8 BAKERS COURT FREEHOLD COMPANY LIMITED

Preliminary

1.1 The company was incorporated in England and Wales

1.2 The Model articles for private companies limited by guarantee in Schedule 2 to the Companies (Model Articles) Regulations 2008 No.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.

1.3 The 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 as from time to time may be amended, extended or as re-enacted. The headings and index do not affect the construction, interpretation and meaning of the articles.

1.4 The 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.

Directors

Number

2.1 The number of directors may not exceed the number of dwellings in the property, and the minimum number will be one. A person who has not attained the age of 16 years may not be appointed as a director. Apart from those appointed on formation of the company no person may be appointed as a director who is not for the time being a dwelling holder in the property.

Quorum

2.2 No decision of the directors may be made without the participation of, no resolution of the directors may be passed without the presence of, and no meeting of the directors may be held without the attendance throughout of, in each case, not less than three of them ("the quorum") except only to convene a meeting of the members to appoint sufficient directors to make up the minimum number of directors. Subject to that paragraphs 7 to 13 (except 11(2) and (3)) apply, but paragraph15 applies even if there is only one director.

Purposes

2.3 The business of the company is to be managed as the directors may decide, but the objects of the company are restricted (subject to any amendment by special resolution) to carrying on any lawful purpose pursuant to the Act in connection with the occupation or ownership of four Flats numbered 5-8 of Bakers Court, 36B Wrights Road, London SE25 6RX and of any land and property for occupation by dwelling holders ("the property") in which the members for the time being of the company separately or together with any other person, firm or company have any estate or interest, to manage, administer, supervise, regulate or control that property or the occupation of it or any part or parts of the common parts of it as the members of the company from time to time may require, and in furtherance of that to

2.3.2 collect rents, service and management fees, charges and costs

2.3.3 supply, maintain and improve any services and amenities in connection with the property

2.3.4 further the communal interests of the members of the company in connection with any estate or interest in the property
2.3.5 acquire, purchase, hold, deal in, whether by way of mortgage, charge, sale, lease, exchange or otherwise, and to dispose of any estate or interest, whether legal or equitable, in any real property adjoining the property
2.3.6 assume the obligations or any of them arising from the formation of the company and without prejudice to the generality of that to pay all costs, charges and expenses incurred or sustained in or about the promotion or establishment of the company or which the directors may consider to be in the nature of preliminary expenses, and
2.3.7 to novate or otherwise assume any contracts entered into before or after incorporation of the company as the directors may think fit.
2.4 The directors must
2.4.1 exercise all the powers of the company on its behalf for the benefit of the members as a whole
2.4.2 comply with all provisions, qualifications and restrictions in the constitution
2.4.3 have regard (amongst other matters) to their general duties under the Act.
Devolution of powers
2.6 The directors may not delegate any of their powers, and paragraph 5 does not apply.
Change of decisions
2.7 Any decision or resolution of the directors may be amended or revoked by a majority decision or resolution of the directors except that any unanimous decision or resolution of all persons who were directors when the decision was made may be amended or revoked only by a unanimous decision or resolution of all persons who are for the time being directors, but no such decision or resolution invalidates anything done already by the.
Appointment
2.8 A person may be appointed by majority resolution of the directors or ordinary resolution of the members at any time to hold office as director either to fill a casual vacancy or as an additional director.
Disbursements
2.11 The company must reimburse the directors for all proper and reasonable expenses incurred by them in the discharge of their functions as directors, and in addition the company will repay, as the directors think fit, all costs, expenses and disbursements of or in connection with legal advice and without limitation other advice obtained in connection with the affairs of the company, and subject to that paragraph 20 applies.
Notice and conduct of meetings
2.12 Notice of any meeting of the directors must be given in writing to all of them.
2.13 The contemporaneous linking electronically or by telephone of a number of the directors will constitute a meeting of the directors wherever in the world they are, so long as the directors taking part constitute a quorum and each of them is able to hear or in the case of email are connected on line with each other of them throughout the meeting.

Conflict of interests
2.14 A director may be counted as participating in the decision-making process for voting or quorum purposes as to any interest of the director in the property and subject to that a director may not be counted as participating in the decision-making process for voting or quorum purposes as to any interest of the director in any existing or proposed transaction or arrangement in which that director is interested or upon any matter arising out of that unless the director has disclosed beforehand in writing that interest to all of the directors, and if none of the directors objects the director will be counted as participating in the decision-making

process for voting or quorum purposes, but in any case subject to section 177 (duty to declare interest in proposed transaction or arrangement) and section 182 (declaration of interest in existing transaction or arrangement), and subject to that paragraph 14 applies.

Board minutes

2.15 The directors must cause minutes to be recorded and kept for at least 10 years for the purposes of sections 248 and 249 of the Act (minutes of directors' meetings), but the directors need not sign their names for the purpose of recording their attendance at any meeting. A minute of the proceedings will be sufficient evidence of it and of the observance of all necessary formalities if certified by the chairman.

Relief from liability

2.16 The company may provide funds to meet the expenditure incurred or to be incurred by a director or other officer in defending any criminal or civil proceedings or in connection with any application under subsections 661(3) and (4) (acquisition of shares by innocent nominee) and section 1157 (general power to grant relief in case of honest and reasonable conduct) of the Act and may do anything to enable that expenditure to be avoided subject in any case to repayment in the event of final conviction, judgment or refusal of an application for relief mentioned in section 205(2) of the Act (repayment where exception for expenditure not available).

2.17 The company may purchase and maintain insurance against liability relating to the company in respect of any negligence, default, breach of duty and breach of trust attaching to any officer or auditor of the company for the time being, but the directors must state the existence of any such insurance in their report for each financial year.

2.18 Subject to compliance with sections 233 to 238 of the Act (provision of protection of directors from liability) and whether or not in connection with any application under sections 661(3) or (4) or 1157 of the Act (powers of the court to grant relief) or otherwise, every director and other officer of the company will be indemnified and saved harmless out of the assets of the company against

2.18.1 losses and liabilities of the company and liabilities to third parties sustained or incurred in or about the execution of their duties of office or otherwise in relation to the company, and no director or other officer will be liable for any loss, damage or misfortune which may happen or be incurred by the company in the proper execution of the duties of office

2.18.2 any liability incurred by the director or officer in defending any proceedings, whether civil or criminal, in which judgment is not given against the director or officer or in which the director or officer is acquitted or in connection with any application under the provisions mentioned above in which relief is granted by the court to the director or officer

2.18.3 liability for the payment of any sum due primarily from the company.

Members

3.1 Unless otherwise resolved by special resolution of the company in general meeting no person shall be or continue to be a member of the company except only

3.1.1 an owner, tenant or lawful occupier of any part of the property, and

3.1.2 the subscribers of the memorandum of association or any other nominee of them.

3.2 As soon as any member, except a subscriber of the memorandum of association or nominee as mentioned above, ceases to be an owner, tenant or lawful occupier of any part of the property the member will be deemed to have resigned as a member of the company.

3.3 Membership is not transferable and will cease on death.

3.4 The directors must register as a member any person becoming an owner, tenant or lawful occupier of any part of the property upon

application in writing in any form that the directors may reasonably require, but there may not be more than one member in respect of each dwelling in relation to which the company provides any management or other services, and no person may withdraw from membership of the company so long as the person is an owner, tenant or lawful occupier of any part of the property unless some other person, being an owner, tenant or lawful occupier of the same part of the property agrees to become a member.

3.5 Every member must pay to the company a proportionate share of all monies expended or anticipated by and for the purposes of the company as the company may from time to time demand, and the deletion or alteration of all or any part of this article 3 is prohibited.

Number

3.6 The number of members may not exceed the number of dwellings in the property and those appointed on formation of the company and subject to that no person may be a member who is not for the time being a dwelling holder in the property.

General meetings

4.1Notice of any general meeting may be given electronically. The contemporaneous linking electronically of a number of members being not less than the quorum will be deemed to constitute a meeting of the members wherever in the world they are, so long as

4.1.1the members who are present at and throughout the meeting constitute a quorum

4.1.2each of the members taking part are able to hear or in the case of email are connected on line with each other of them throughout the meeting

4.1.3and minutes of the proceedings will be sufficient evidence of them and of the observance of all necessary formalities if certified by the chairman.

4.2A general meeting may be called by shorter notice than 14 days if it is so agreed by a majority in number of the members who together may exercise not less than 90 per cent of the votes that may be cast at the meeting.

4.3Paragraph 24 except 24(2) applies.

4.4The directors may cancel or adjourn any general meeting subject to the Act, and appropriate action for the orderly conduct of meetings is to be taken within the discretion of the chairman, whose decisions on matters of procedure, incidental to the business of the meeting, adjournment so as to allow properly for those who may attend, and the nature of such matters, will be final and binding, and subject to that paragraph 22 applies.

Votes

4.5Section 284 of the Act (general rules on votes) applies to any resolution.

Liability of members limited to guaranteed amount

4.6Every person who is a member of the company undertakes to contribute such amount not exceeding [£1] as may be required to the company's assets if it should be wound up while such person is a member or within one year after ceasing to be a member, for payment of the company's debts and liabilities contracted before ceasing 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.

Accounts and Auditor's liability

5.1The company may comply with the obligation for delivering or sending the annual accounts and directors' and auditors' reports by publishing them throughout the period of 21 days before the relevant general meeting on a web site if agreed by any person entitled to a copy of them or by sending them by electronic communications to such address as for that purpose and for the time being the company is on notice from that person instead of delivering or sending them by any other means.

5.2Each member is entitled to inspect any of the company's accounting and other records and documents, and paragraph 36 does not apply.

5.3So long as the company has an auditor and subject to compliance with sections 533 to 538 of the Act (provision of protection of auditors from liability) the company may enter into a liability limitation agreement with the auditor if it has been authorised by a special resolution of the members under section 536 of the Act (authorisation of agreement by members of the company).

Winding up

6The directors may

6.1petition for the winding up of the company

6.2appoint an administrator under paragraph 22(2) in Schedule B1 to the Insolvency Act 1986 or apply under paragraph 12(1)(b) of that Schedule for the appointment of an administrator.

6.3Any dividends resolved to be recommended, declared or paid and the assets of the company to be divided on a winding up are to be paid or distributed to the members pro rata.

Bye-laws

7The members, or the directors if so authorised in general meeting by the members, may make, amend, revoke and replace any bye-laws from time to time as they think fit, but the articles will prevail in the case of inconsistency with the bye-laws and the bye-laws will not be or be deemed to be included in or form part of the articles.