



FILE COPY

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

Company Number **9017642**

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

24 NELSON 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 and Wales

Given at Companies House on **29th April 2014**



N09017642G



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

10757/40
IN01

Application to register a company



Companies House

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
a limited liability partnership
this, please use form LL IN0

SA
WEDNESDAY



A36G2NDV
23/04/2014 #285
A13 COMPANIES HOUSE
A3569AAI
05/04/2014 #348
A33 COMPANIES HOUSE

Part 1 Company details

A1

Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

24 Nelson Road Freehold Limited

For official use

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

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

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 on this is available in
our guidance booklet GP1 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 our
guidance booklet GP1 at
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

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

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

Please give the registered office address of your company

Building name/number 6 Rockpit Cottages

Street Rake Road

Liss

Post town Petersfield

County/Region Hampshire

Postcode G U 3 3 7 H B

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

Please choose one option only and tick one box only

Option 1

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

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

Option 2

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

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

Option 3

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

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

A8

Restricted company articles

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

☐**Restricted company articles**

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

IN01

Application to register a company

Part 2**Proposed officers**

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

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

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

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

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

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

① Corporate appointments

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

Additional appointments

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

② Former name(s)

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

B2**Secretary's service address ①**

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

① Service address

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

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

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

B3**Signature ①**

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

Signature	<div style="display: flex; justify-content: space-between;"> <div>Signature X</div> <div>X</div> </div>
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① Signature

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

IN01

Application to register a company

Corporate secretary

C1	Corporate secretary appointments 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	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	① Additional appointments If you wish to appoint more than one corporate 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 ①	
	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 ①		
Registration number		
	① EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ① 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 ①		
Registration number		
	① 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 ①	
	I consent to act as secretary of the proposed company named in Section A1	
Signature	Signature 	
	① Signature The person named above consents to act as corporate secretary of the proposed company	

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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*	Mrs
Full forename(s)	Anne
Surname	McKee
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Date of birth	<div> <div>d2</div> <div>d4</div> <div>m0</div> <div>m1</div> <div>y1</div> <div>y9</div> <div>y7</div> <div>y7</div> </div>
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	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
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	<div>Signature</div> <div> X <i>Anne McKee</i> X </div> <div>Anne McKee</div>
-----------	---

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**

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)	Peter David
Surname	Warren
Former name(s)	
Country/State of residence	England
Nationality	British
Date of birth	<div> <div>d</div> <div>0</div> <div>d</div> <div>7</div> <div>m</div> <div>0</div> <div>m</div> <div>2</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>6</div> </div>
Business occupation (if any)	

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

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

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
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

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

Signature	<div>Signature</div> <div>X</div> <div>P Warren</div> <div>Peter Warren</div>	X
-----------	---	---

6 Signature

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

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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	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>	
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 ②		
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	<div style="display: flex; justify-content: space-between; align-items: center;"> <div style="text-align: center;"> Signature <div style="font-size: 2em; font-weight: bold;">X</div> </div> <div style="text-align: center;"> <div style="font-size: 2em; font-weight: bold;">X</div> </div> </div>	
	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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

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

Please complete a separate table for each currency

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

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

F3 Totals

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

Total number of shares

Total aggregate
nominal value ❸

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

❶ Including both the nominal value and any
share premium❷ Number of shares issued multiplied by
nominal value of each share

❷ Total number of issued shares in this class

Continuation PagesPlease use a Statement of Capital continuation
page if necessary

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Application to register a company

F4

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

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

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

Continuation pages

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

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Application to register a company

Class of share	
Prescribed particulars 1	

1 Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

Continuation pages

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

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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	Peter David
Surname 1	Warren
Address 2	23 Ringwood Road
	Southsea, Hampshire
Postcode	P O 4 [] [] 9 J J
Amount guaranteed 3	£1

Subscriber's details

Forename(s) 1	Anne
Surname 1	McKee
Address 2	6 Rockpit Cottages, Liss
	Petersfield, Hampshire
Postcode	G U 3 3 [] 7 H B
Amount guaranteed 3	£1

Subscriber's details

Forename(s) 1	Lee Samuel
Surname 1	Johnson
Address 2	104 Brook Gardens
	Emsworth, Hampshire
Postcode	P O 1 0 [] 7 L L
Amount guaranteed 3	£1

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Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ Name

Please use capital letters.

❷ Address

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

❸ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

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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 <i>Amelia</i> X
Subscriber's signature	Signature X <i>Anne McLea</i> X
Subscriber's signature	Signature X <i>PW</i> X
Subscriber's signature	Signature X <i>Peter W. Johnson</i> X
Subscriber's signature	Signature X <i>L.S. JOHNSON</i> 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

All three to sign here

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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	Macdonald Oates LLP	
Building name/number	Walltree Court	
Street	St Peters Road	
Post town	Petersfield	
County/Region	Hampshire	
Postcode	G U 3 2 3 H T	
Country	ENGLAND	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X 	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 **Kevin Smith**

Company name **Macdonald Oates LLP**

Address **Walltree Court**

St Peters Road

Post town **Petersfield**

County/Region **Hampshire**

Postcode **G U 3 2 3 H T**

Country **ENGLAND**

DX **100400 PETERSFIELD**

Telephone **01730 268211**



Certificate

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

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



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

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

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5	
Title*	Mr	
Full forename(s)	Lee Samuel	
Surname	Johnson	
Former name(s) ②		
Country/State of residence ③	England	
Nationality	British	
Date of birth	d 2 d 9 m 0 m 5 y 1 y 9 y 6 y 9	
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.

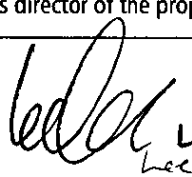
④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

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	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode		
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	<div>Signature X  L.S. JOHNSON - Lee Johnson X</div>	

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

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

24 NELSON ROAD FREEHOLD LIMITED
Company No.

MACDONALD OATES LLP SOLICITORS
Walltree Court, St peters Road, Petersfield, Hampshire GU32 3HT
Tel: 01730 268211 Fax 01730 261232 DX: 100400 Petersfield

Company number

THE COMPANIES ACTS 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION OF
24 NELSON 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
Anne McKee	X <i>Anne McKee</i> X
Lee Samuel Johnson	X <i>Lee Samuel Johnson</i> X
Peter David Warren	X <i>Peter David Warren</i> X

Dated.

10th April

2014

Company number

THE COMPANIES ACTS 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF
24 NELSON ROAD FREEHOLD LIMITED

1. Preliminary

1.1 The Company's name is "24 Nelson Road Freehold Limited"

2. Interpretation

2.1 In these Articles of Association

"the Act" means the Companies Act 2006, as amended or re-enacted from time to time,

"Model Articles" means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles

"Objects" means the objects set out in clauses 4 of the Articles of Association

"Occupier" means a person occupying a Property under a leasehold interest, or under a tenancy or licence,

"Owner" means any person having a freehold interest in the Building and a leasehold interest in a Property which when granted will last for a period of 21 years or more,

"Payment" means the sum or sums reasonably demanded annually or otherwise of members and/or Occupiers by the Company for the purpose of maintaining and managing the main structure of the Building and the common parts used by all the Owners and Occupiers and the Company. Such Payment as is demanded of a member who is also an Owner is deemed to be in respect of the Owner and all Occupiers of the Owner's Property. A member who is an Occupier of a Property of such an Owner who has made the Payment will have no obligation to the Company for the Payment,

"Property" means any one of the four residential flats forming part of the Building,

“Building” means the freehold building known as 24 Nelson Road, Southsea PO5 2AS of which the four residential flats form part.

2 2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles

2 3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles

2 4 A reference in these Articles to an “article” is a reference to the relevant article of these Articles unless expressly provided otherwise

2 5 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles

2 6 Articles 2, 9(3), 10(2), 11(2) and (3), 13, 17(1), 21, 22, 26, 27(1), 28, 38 and 39 of the Model Articles shall not apply to the Company

3. Liability of members

3 1 The liability of the members is limited

3 2 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company’s assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a member, for payment of the Company’s debts and liabilities contracted before he or she 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.

4. Objects

4 1 The Company's objects (“Objects”) are

4 1 1 to hold title to such land and real property known as 24 Nelson Road Southsea Hampshire PO5 2AS

4 1 2 to manage, administer and maintain the structure of the Building and the common parts used by and for the benefit of the Owners and Occupiers

4 1.3 to promote the communal interests of the Owners and Occupiers.

4 1 4 to collect all service charges, Payments on account of service charges, VAT, interest on unpaid sums, rents, charges and other income and to pay rates, taxes,

charges, duties, levies, assessments or other outgoings of whatever nature charged, assessed or imposed on or in respect of land

4 1.5 to effect such insurance against damage or destruction and such other risks as the Company may consider necessary, appropriate or desirable and to insure the Company against public liability and any other risks which it may consider prudent or desirable to insure against.

4 1.6 to establish and maintain capital reserves, management funds and any form of sinking fund in order to pay or contribute towards all fees, costs, and other expenses incurred in the implementation of the Company's objects and to require the members of the Company to contribute towards such reserves or funds at such times, in such amounts and in such manner as the Company may think fit and to invest in and deal with such moneys not immediately required in such manner as may from time to time be determined

5. Powers

5.1 In addition to any other powers it may have, the Company has the following powers in order to further the Objects (but not for any other purpose)

5.1 1 To purchase, rent, take on lease or otherwise acquire and hold any freehold or leasehold property or properties of any tenure with power to exercise all of the rights of an owner in regard thereto

5 1 2 To do any such things as are deemed appropriate, necessary, convenient or desirable for putting into and keeping in good repair and decorative condition and generally maintaining, constructing, renewing, improving, decorating, cultivating, cleaning, improving and repairing and keeping in a state fit for use the main structure of Building and any common parts used by all the Owners or Occupiers in relation thereto, including any roads, ways, drains, sewers and defences forming part thereof or belonging thereto and for insuring the same to such extent in such manner and against such risks as to the Company may seem proper and for collecting all rents, charges and other income and for paying the rates, taxes and outgoings generally assessed thereon or payable in respect thereto

5.1 3 To carry on any other activity which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to attain the Objects of the Company

5 1 4 To enter into any arrangements with any governments or authorities supreme, local, municipal, or otherwise, or any company or person that may seem conducive to the attainment of the Objects, or any of them, and to obtain from any such government, authority, company or person any rights, grants, charters, licences, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply therewith

- 5.1 5 To operate bank accounts and to invest and deal with the moneys of the Company not immediately required in any manner, and to hold, sell or otherwise deal with any investments made
- 5 1 6 To raise or borrow money in such a manner as the Company shall think fit, but only on an unsecured basis
- 5.1.7 To pay out of the funds of the Company all or any expenses which the Company may lawfully pay with respect to the promotion, formation and incorporation of the Company or to contract with any person, firm or company to pay the same
- 5 1 8 To provide indemnity insurance for the directors or any other officer of the Company
- 5.1 9 To remunerate any person, firm or company
- 5 1 10 To improve, develop, manage, grant rights or privileges in respect of, construct, repair, or otherwise deal with all or any part of the property and rights of the Company both real and personal
- 5 1 11 To do all such other things as may be deemed incidental or conducive to the attainment of the above Objects or any of them

And it is hereby declared that

- 5 1 12 The Objects specified in each sub-clause shall be regarded as independent objects, and they shall not be limited or restricted, except where otherwise expressed in such subclauses, by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company

6. Application of income and property

- 6 1 The income and property of the Company shall be applied solely towards the promotion of its Objects as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no director of the Company shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company Provided that nothing herein shall prevent any payment in good faith by the Company
- 6.2 of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company and of reasonable out of

pocket expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Company;

- 6.3 of interest on money lent to the Company by a member or director of the Company at a rate per annum not exceeding the base lending rate for the time being of the Company's clearing bankers.

7. Members

- 7 1 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company

- 7 2 No person shall be admitted a member of the Company unless such person is an Owner

- 7 3 Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by him or her and if they meet the qualifications for members shall be so admitted

- 7 4 The rights and privileges of a member shall not be transferable

- 7 5 If two or more persons are together one Owner they must each sign a written consent in accordance with Article 7 3 but they will together count as one member (and for these purposes, persons owning either a freehold interest or a leasehold interest in one Property shall count as one member)

- 7.6 A member shall cease to be a member of the Company:

- 7 6 1 if a member at any time withdraws from the Company by giving at least seven clear days' notice to the Company,

- 7 6 2 upon any member who is also an Owner ceasing to be an Owner,

- 7 6 3 (if an individual) upon his/her dying;

- 7 6 4 (if a corporation) upon it having a winding up resolution passed or an order made for its winding up or a receiver being appointed over any of its assets,

- 7 6 5 at the discretion of the directors (such discretion to be exercised reasonably) if any Payment is not paid by or on behalf of a member 60 days' after the due date

8. Proceedings at general meetings

- 8 1 No business shall be transacted at any meeting unless a quorum is present. At least three persons entitled to vote upon the business to be transacted, each being

a member or a proxy for a member or a duly authorised representative of a corporation which is a member, shall be a quorum

- 8 2 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, such adjourned meeting shall be dissolved.

9. Conduct of company affairs

- 9 1 The Company shall not, without the prior approval of the members in general meeting:

9.1 1 agree the annual budget for the Company,

9 1 2 alter the annual Payment,

9 1 3 increase borrowing by more than 50% of the current annual budget for the Company,

9 1 4 appoint the accountants or auditors of the Company (which ever is applicable)

10. Votes of members

- 10.1 On a show of hands or on a poll every member present in person or by proxy shall have one vote each ("Member Vote"), save that in the case of a member who is an Owner of more than one Property, such member shall have one Member Vote for each Property.

- 10 2 Article 30(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article.

11. Directors

- 11 1 Unless otherwise determined by ordinary resolution, the maximum number of directors is four and the minimum number of directors is one.

12. Appointment and retirement of directors

- 12 1 The first directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 12 of the Act.

- 12 2 Save for the first directors of the Company as defined in article 12 1 of this article, no person shall be registered as a director of the Company who is not also a registered member of the Company or a duly authorised representative of a corporation which is a member.
- 12 3 If a person or corporation shall cease to be a member, such person or the representative of such corporation, if also a director of the Company, shall resign Article 18 of the Model Articles shall be amended accordingly
- 12 4 Subject to article 12 5, the Company may by ordinary resolution appoint a member who is willing to act to be a director
- 12 5 No person shall be appointed a director at any general meeting unless
- 12 5 1 he or she is recommended by the directors, or
- 12 5 2 not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice executed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Register of Directors of the Company together with notice executed by that person of his willingness to be appointed
- 12.6 A director who has been a member of the board of directors for a period of three years since his or her appointment or last election shall retire at the next annual general meeting of the Company following completion of such three year period (a "Retiring Director").
- 12 7 A Retiring Director shall be eligible for re-election to the board of directors for additional periods of three years, subject always to article 12 6.

13. Proceedings of directors

- 13 1 The quorum for the transaction of business of the directors may be fixed by the directors from time to time and unless so fixed at any other number shall be 3
- 13 2 A director may participate in a meeting of the directors or a committee of directors of which he or she is a member by means of a conference, telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting

14. Borrowing powers and funding

- 14.1 Subject to article 9, the directors may exercise all the powers of the Company to borrow such amount and upon such terms and in such manner as they think fit

- 14 2 Subject to article 9, the directors may in their absolute discretion establish and maintain capital reserves, management funds and any form of sinking fund in order to pay or contribute towards all fees, costs and other expenses incurred or expected by the directors to be incurred in the implementation of the Company's objects and to require the members of the Company who are also Owners to contribute towards such reserves of funds at such times, in such amounts and in such manner as the directors in their absolute discretion may think fit and to hold and invest and deal in and with such monies and interest arising thereon in such manner as may from time to time be determined by the directors in their absolute discretion

15. Secretary

- 15 1 Subject to the provision of the Act, the company secretary may be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any company secretary so appointed may be removed by them

16. Minutes

- 16 1 The directors shall cause minutes to be made in books kept for the purpose of recording

16 1 1 all appointments of officers made by the directors; and

16 1 2 all proceedings at meetings of the Company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting

17. Notices

- 17 1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

17.1 1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted,

17 1 2 if properly addressed and delivered by hand, when it was given or left at the appropriate address,

17 1 3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and

17 1 4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website For

the purposes of this article, no account shall be taken of any part of a day that is not a working day.

- 17 2 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

18. Winding up

- 18 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 not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable or not-for-profit body or bodies having objects similar to the Objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of article 6 hereof, such body or bodies to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable or not-for-profit body

19. Indemnity

- 19 1 Subject to article 19 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled.

- 19 1.1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them, including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs, and

- 19 1 2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 19.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

- 19 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law

- 19 3 In this article.

19.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

19.3.2 a "relevant officer" means any director or other officer of the Company or an associated company

20. Insurance

20.1 The Company shall buy and maintain insurance against any liability falling upon its directors or other officers which arises out of their respective duties to the Company, or in relation to its affairs

21. Rules

21.1 The directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and, without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

21.1.1 the procedure at general meetings and meetings of the directors and committees of the directors in so far as such procedure is not regulated by the Articles,

21.1.2 generally, all such matters as are commonly the subject matter of company rules

21.2 The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye laws, which shall be binding on all members of the Company Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum of Association or the Articles