File Copy

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **9621117**

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

112 DEVONPORT ROAD MANAGEMENT LIMITED

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

Given at Companies House, Cardiff, on **3rd June 2015**

N09621117E

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

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: **03/06/2015**

X48SAJGJ

Company Name in full:	112 DEVONPORT ROAD MANAGEMENT LIMITED
Company Type:	**Private limited by shares**
Situation of Registered Office:	**England and Wales**
Proposed Register Office Address:	**HARRINGTON PROPERTIES LIMITED HARRINGTON HOUSE FOURTH WAY, EXHIBITION GROUNDS WEMBLEY MIDDLESEX UNITED KINGDOM HA9 0LH**

I wish to adopt entirely bespoke articles

Company Director 1

Type: **Person**

Full forename(s): **JAMES PATRICK**

Surname: **KAVANAGH**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **04/07/1969** *Nationality:* **BRITISH**

Occupation: **CIVIL ENGINEERING CONTRACTOR**

Consented to Act: **Y** *Date authorised:* **03/06/2015** *Authenticated:* **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	*Number allotted*	1
		Aggregate nominal value	1
Currency	GBP	*Amount paid per share*	1
		Amount unpaid per share	0

Prescribed particulars

VOTING RIGHTS - ON A SHOW OF HANDS EACH MEMBER HAS ONE VOTE AND ON A POLL EACH MEMBER HAS ONE VOTE PER SHARE HELD PROVIDED THAT IF NO UNIT HOLDER EXISTS IN RESPECT OF ANY UNIT, THOSE MEMBERS WHO ARE SUBSCRIBERS TO THE MEMORANDUM OF ASSOCIATION OR WHO BECAME MEMBERS AS A RESULT OF HAVING BEEN NOMINATED BY A SUBSCRIBER OR, IF THERE IS ONLY ONE SUCH MEMBER OR PERSON SO NOMINATED, THAT MEMBER, SHALL, EITHER JOINTLY IF THERE IS MORE THAN ONE SUCH MEMBER, OR ALONE, IF THERE IS ONLY ONE SUCH MEMBER, HAVE THREE VOTES IN RESPECT OF EVERY UNIT IN ADDITION TO THEIR OWN VOTE OR VOTES AS MEMBERS. DIVIDEND RIGHTS - EACH SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. DISTRIBUTION RIGHTS ON A WINDING UP - EACH SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON A WINDING UP. REDEMPTION RIGHTS - THE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency	GBP	*Total number of shares*	1
		Total aggregate nominal value	1

Name: **JAMES PATRICK KAVANAGH**

Address: **HARRINGTON PROPERTIES LIMITED HARRINGTON HOUSE FOURTH WAY, EXHIBITION GROUNDS WEMBLEY MIDDLESEX UNITED KINGDOM HA9 0LH**

Class of share:	**ORDINARY**
Number of shares:	**1**
Currency:	**GBP**
Nominal value of each share:	**1**
Amount unpaid:	**0**
Amount paid:	**1**

Statement of Compliance

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

Name: **JAMES PATRICK KAVANAGH**

Authenticated: **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated:* **Yes**

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of

112 Devonport Road Management Limited

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication by each subscriber
JAMES PATRICK KAVANAGH	JAMES PATRICK KAVANAGH

Dated 3/6/2015

Company Number:

The Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

112 Devonport Road Management Limited

Incorporated on

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

112 Devonport Road Management Limited

1. PRELIMINARY

1.1 The model articles of association for private companies limited by shares contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) (the "Model Articles") shall apply to the Company save in so far as they are excluded or modified hereby and such Model Articles and the articles set out below shall be the Articles of Association of the Company (the "Articles").

1.2 In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

1.3 Model Articles 3, 9(2), 14, 17(1), 19(5), 26(5), 28(3) and 44(4) do not apply to the Company.

1.4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.

1.5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa, references to one gender include all genders and references to persons include bodies corporate and unincorporated associations..

2. DEFINED TERMS

2.1 Model Article 1 shall be varied by the inclusion of the following definitions:-

"appointor" has the meaning given in Article 10.1;

"Managed Property" has the meaning given in Article 3.1;

"secretary" means the secretary of the Company, if any, appointed in accordance with Article 9.1 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

"transferor" has the meaning given in Article 12.4;

"unit" means any commercial, industrial or residential unit comprised in any property held, managed or administered by the Company;

"unitholder" means the person or persons to whom a lease of a unit has been granted or assigned or the person or persons (other than the Company) who holds the freehold of a unit and so that whenever two or more persons are for the time being unitholders of a unit they shall for all purposes of these Articles be deemed to constitute one unitholder; and

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial

Dealings Act 1971 in the part of the United Kingdom where the Company is registered.

3. OBJECTS

3.1 The Company's objects are:-

(a) to acquire, hold, manage and administer the freehold or leasehold property or properties known as 112 Devonport Road, London, W12 8NU including without limitation to the generality of the foregoing any common areas, roads, accessways, footpaths, parking areas, drains, sewers, lighting, security and associated facilities ("the Managed Property") either on its own account or as trustee, nominee or agent of any other company or person;

(b) to acquire and deal with and take options over any property, real or personal, including the Managed Property, and any rights or privileges of any kind over or in respect of any property, and to improve, develop, sell, lease, accept, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;

(c) to collect all rents, charges and other income and to pay any rates, taxes, charges, duties, levies, assessments or other outgoings of whatsoever nature charged, assessed, or imposed on or in respect of the Managed Property or any part of it;

(d) to provide services of every description in relation to the Managed Property and to maintain, repair, renew, redecorate, repaint, clean, construct, alter and add to the Managed Property and to arrange for the supply to it of services and amenities and the maintenance of the same and the cultivation, maintenance, landscaping and planting of any land, gardens and grounds comprised in the Managed Property and to enter into contracts with builders, tenants, contractors and others and to employ appropriate staff and managing or other agents accordingly;

(e) to insure the Managed Property or any other property of the Company or in which it has an interest against damage or destruction and such other risks as may be considered necessary, appropriate or desirable and to insure the Company against public liability and any other risks which it may consider prudent or desirable to insure against; and

(f) 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 and deal in and with such moneys not immediately required in such manner as may from time to time be determined.

4. DIRECTORS' GENERAL AUTHORITY

4.1 The directors of the Company have control over the affairs and property of the Company and are responsible for management of the Company's business. The directors have authority to exercise any powers of the Company which are necessary and/or incidental to the promotion of any or all of the objects of the Company set out at Article 3.1.

5. PROCEEDINGS OF DIRECTORS

5.1 Unless otherwise determined by members by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two.

5.2 Subject to Article 5.3, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes.

5.3 If the directors propose to exercise their power under section 175(4)(b) of the Companies Act 2006 to authorise a director's conflict of interest, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes.

5.4 Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by the said Act) he has declared to the directors the nature and extent of any direct or indirect interest of his, a director, notwithstanding his office:-

(a) may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;

(b) may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested; and

(c) is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest.

6. UNANIMOUS DECISIONS

6.1 Model Article 8(2) shall be amended by the deletion of the words "copies of which have been signed by each eligible director" and the substitution of the following "where each eligible director has signed one or more copies of it" in its place. Model Article 8(2) shall be read accordingly.

7. APPOINTMENT OF DIRECTORS

7.1 Save for persons who are deemed to have been appointed as the first directors of the Company on incorporation pursuant to section 16(6) of the Companies Act 2006, no person who is not a member of the Company is eligible to hold office as a director.

7.2 Any member of the Company who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

(a) by ordinary resolution, or

(b) by a decision of the directors.

8. TERMINATION OF DIRECTOR'S APPOINTMENT

8.1 In addition to the events terminating a director's appointment set out in Model Article 18, a person ceases to be a director as soon as:-

(a) that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person's office; or

(b) he ceases to be a member.

9. SECRETARY

9.1 The directors may appoint a secretary to the Company for such period, for such remuneration and upon such conditions as they think fit; and any secretary so appointed by the directors may be removed by them.

10. ALTERNATE DIRECTORS

10.1 (a) Any director (the "appointor") may appoint as an alternate any other director, or any other member approved by a decision of the directors, to:-

(i) exercise that director's powers; and

(ii) carry out that director's responsibilities,

(b) in relation to the taking of decisions by the directors in the absence of the alternate's appointor.

(c) Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors. The notice must:-

(i) identify the proposed alternate; and

(ii) in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of his appointor.

10.2 (a) An alternate director has the same rights to participate in any directors' meeting or decision of the directors reached in accordance with Model Article 8, as the alternate's appointor.

(b) Except as these Articles specify otherwise, alternate directors:-

(i) are deemed for all purposes to be directors;

(ii) are liable for their own acts or omissions;

(iii) are subject to the same restrictions as their appointors; and

(iv) are not deemed to be agents of or for their appointors.

(c) A person who is an alternate director but not a director:-

(i) may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating); and

(ii) may sign or otherwise signify his agreement in writing to a written resolution in accordance with Model Article 8 (but only if that person's appointor has not signed or otherwise signified his agreement to such written resolution).

No alternate may be counted as more than one director for such purposes.

(d) An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the remuneration payable to that alternate's appointor as the appointor may direct by notice in writing made to the Company.

(e) Model Article 20 is modified by the deletion of each of the references to "directors" and their replacement with "directors and/or any alternate directors".

10.3 An alternate director's appointment as an alternate terminates:-

(a) when his appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;

(b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor would result in the termination of the appointor's office as director;

(c) on the death of his appointor;

(d) when his appointor's appointment as a director terminates; or

(e) when he ceases to be a member.

11. ALLOTMENT OF SHARES

11.1 In accordance with section 567 of the Companies Act 2006, sections 561 and 562 of the said Act are excluded.

11.2 No shares may be allotted to any person who is not a unitholder. The number of shares allotted to a unitholder must not exceed the number of units in which the unitholder has a freehold or leasehold interest.

12. TRANSFER OF SHARES

12.1 The subscribers to the Memorandum of Association of the Company must be registered as members of the Company in respect of the shares for which they have subscribed. A subscriber may transfer any shares subscribed by him to a person nominated by him in writing to succeed him as a member and any such person (other than a unitholder) so nominated has the same power to transfer the share as if he had himself been a subscriber. Personal representatives of a deceased subscriber or of any successor so nominated by him have the same rights of transfer.

12.2 A mortgagee in possession is entitled to be registered as the holder of a share in place of a unitholder on serving a notice in writing to the Company requesting such registration, together with a certificate confirming that possession has been taken of that unitholder's unit and an official copy of the Charges Register of Title to the unit showing the mortgagee in possession as the registered proprietor of the charge under which possession was taken. On service of such notice and accompanying documents, the unitholder is required to transfer the share held by him in respect of that unit to the mortgagee in possession.

12.3 Save as aforesaid, no share may be transferred to any person who is not a unitholder.

12.4 If any member of the Company who is a unitholder or a mortgagee in possession (a "transferor") parts with all interest in any unit held by him, or if his interest therein for any reason ceases and determines, he or, in the event of his death, his legal personal representative or representatives, or in the event of his bankruptcy, his trustee in bankruptcy is required to transfer the share held by the transferor in respect of that unit to the person or persons who become the unitholder of that unit.

12.5 Save as is provided in Articles 12.1 to 12.4 above, no unitholder or mortgagee in possession may transfer any shares in the Company.

12.6 If the holder of a share (or his legal personal representative or representatives or trustee in bankruptcy) refuses or neglects to transfer it in accordance with this Article, one of the directors, duly nominated for that purpose by a resolution of the board, may be appointed the attorney of such holder, with full power on his behalf and in his name to execute, complete and deliver a transfer of his share to the person or persons to whom the same ought to be transferred hereunder; and the Company may give a good discharge for the purchase money and enter the name of the transferee of the said share in the register of members as the holder thereof.

12.7 If a member dies or is adjudged bankrupt, his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a member of the Company, provided he or they shall for the time being be a unitholder.

12.8 The directors must refuse to register any transfer of shares made in contravention of any or all of the provisions of this Article 12, but otherwise the directors have no power to refuse to register a transfer of any shares.

13. WRITTEN RESOLUTIONS OF MEMBERS

13.1 (a) Subject to Article 13.1(b), a written resolution of members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Company.

(b) The following may not be passed as a written resolution and may only be passed at a general meeting:-

(i) a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office; and

(ii) a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office.

13.2 (a) Subject to Article 13.2(b), on a written resolution, a member has one vote in respect of each share held by him.

(b) No member may vote on a written resolution unless all moneys currently due and payable by (i) that member to the Company or (ii) any unitholder from whom that member acquired his shares have been paid.

(c) If no unitholder exists in respect of any unit, those members who are subscribers to the Memorandum of Association or who became members as a result of having been nominated under Article 12.1 above or, if there

is only one such member or person nominated under Article 12.1 above, that member, shall, either jointly if there is more than one such member, or alone, if there is only one such member, have on a written resolution, three votes in respect of every unit in addition to their own vote or votes as members.

14. NOTICE OF GENERAL MEETINGS

14.1 (a) Every notice convening a general meeting of the Company must comply with the provisions of:-

(i) section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting; and

(ii) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies.

(b) Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company.

15. QUORUM AT GENERAL MEETINGS

15.1 (a) If and for so long as the Company has one member only who is entitled to vote on the business to be transacted at a general meeting, that member present at the general meeting in person or by one or more proxies or, in the event that the member is a corporation, by one or more corporate representatives, is a quorum.

(b) If and for so long as the Company has two or more members entitled to vote on the business to be transacted at a general meeting, two of such members, each of whom is present at the meeting in person or by one or more proxies or, in the event that any member present is a corporation, by one or more corporate representatives, are a quorum.

(c) Model Article 41(1) is modified by the addition of a second sentence as follows:-

"If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefor or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved."

16. VOTING AT GENERAL MEETINGS

16.1 (a) Subject to Articles 16.2 and 16.3 below, on a vote on a resolution at a general meeting on a show of hands:-

(i) each member who, being an individual, is present in person has one vote;

(ii) if a member (whether such member is an individual or a corporation) appoints one or more proxies to attend the meeting, all proxies so appointed and in attendance at the meeting have, collectively, one vote; and

(iii) if a corporate member appoints one or more persons to represent it at the meeting, each person so appointed and in attendance at the

meeting has, subject to section 323(4) of the Companies Act 2006, one vote.

(b) Subject to Articles 16.2 and 16.3 below, on a resolution at a general meeting on a poll, every member (whether present in person, by proxy or authorised representative) has one vote in respect of each share held by him.

16.2 No member may vote at any general meeting or any separate meeting of the holders of any class of shares in the Company, either in person, by proxy or, in the event that the member is a corporation, by corporate representative in respect of shares held by that member unless all moneys currently due and payable by (i) that member to the Company or (ii) any unitholder from whom that member acquired his shares have been paid.

16.3 If no unitholder exists in respect of any unit, those members who are subscribers to the Memorandum of Association or who became members as a result of having been nominated under Article 12.1 above or, if there is only one such member or person nominated under Article 12.1 above, that member, shall, either jointly if there is more than one such member, or alone, if there is only one such member, have three votes in respect of every unit in addition to their own vote or votes as members.

16.4 (a) Model Article 44(2) is amended by the deletion of the word "or" in Model Article 44(2)(c), the deletion of the "." after the word "resolution" in Model Article 44(2)(d) and its replacement with "; or" and the insertion of a new Model Article 44(2)(e) in the following terms:-

"by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right".

(b) A demand for a poll made by a person as proxy for a member is the same as a demand made by the member.

16.5 Polls must be taken at the general meeting at which they are demanded and in such manner as the chairman directs.

17. DELIVERY OF PROXY NOTICES

17.1 Model Article 45(1) is modified, such that a "proxy notice" (as defined in Model Article 45(1)) and any authentication of it demanded by the directors must be received at an address specified by the Company in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote; and any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid.

18. COMMUNICATIONS

18.1 Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website.

18.2 (a) A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address,

but otherwise no such member is entitled to receive any notices from the Company.

(b) If any share is registered in the name of joint holders, the Company may send notices and all other documents to the joint holder whose name stands first in the register of members in respect of the joint holding and the Company is not required to serve notices or other documents on any of the other joint holders.

18.3 (a) If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting.

(b) If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied.

(c) If the Company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website.

(d) For the purposes of this Article 18.3, no account shall be taken of any part of a day that is not a working day.

19. COMPANY SEALS

19.1 Model Article 49(1) is modified, such that any common seal of the Company may be used by the authority of the directors or any committee of directors.

19.2 Model Article 49(3) is modified by the deletion of all words which follow the "," after the word "document" and their replacement with "the document must also be signed by:-

(a) one authorised person in the presence of a witness who attests the signature; or

(b) two authorised persons."

20. TRANSMISSION OF SHARES

20.1 All the Articles relating to the transfer of shares apply to:-

(a) any notice in writing given to the Company by a transmittee in accordance with Model Article 28(1); and

(b) any instrument of transfer executed by a transmittee in accordance with Model Article 28(2),

as if such notice or instrument were an instrument of transfer executed by the person from whom the transmittee derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

21. WINDING UP

21.1 If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by law, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he may determine, but no member shall be compelled to accept any assets upon which there is a liability.

22. RULES

22.1 (a) The directors may make such rules as they consider necessary or convenient for the proper conduct and management of the Company. In particular, and without prejudice to the generality of the foregoing, the directors may make rules regulating:-

(i) the conduct of members of the Company in relation to one another, and to the Company's officers and employees;

(ii) the setting aside of the whole or any part or parts of any property managed or administered by the Company at any particular time or times or for any particular purpose or purposes;

(iii) the procedure at general meetings and meetings of the directors and committees of the Company (in so far as such procedure is not governed by these Articles); and

(iv) any and all other matters as are commonly the subject matter of company rules.

(b) The directors must adopt such means as they consider sufficient to bring to the notice of members of the Company all rules made under this Article.

(c) Any rules made by the directors under this Article will be valid and binding as against all members of the Company for so long as such rules are in force.

(d) The Company in general meeting may alter or repeal any rules made by the directors in accordance with this Article.

22.2 Nothing in this Article permits the directors of the Company to make any rules which are inconsistent with or affect or repeal anything in these Articles or in any resolution passed by members of the Company or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies.