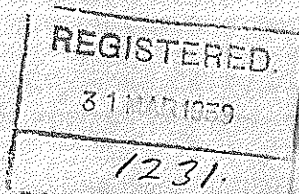


No. of Company, N. 1231



Price Twopence

Form No. 41.

The Companies Act (Northern Ireland), 1932.



A 5/- Companies Registration Fee stamp must be impressed here.

Declaration of Compliance with the requirements of the Companies Act (Northern Ireland), 1932, on application for registration of a Company.

Pursuant to Section 15 (2).

Name of Company { Donaldson & Lytle
.....
..... Limited.

Presented by:

J. Charley McNeill & Burke
Solicitors

22 Howard Street - Belfast.

Note—This margin is reserved for binding, and must not be written across.

I, William Eustace Burke
of 22 Howard Street in the City of Belfast

(a) Here insert —
"A Solicitor of the
Supreme Court
engaged in the
formation,"
or

"A person named in
The Articles of Ass-
ociation as a Director or
Secretary."

Do solemnly and sincerely declare that I am (a) a Solicitor of
the Supreme Court engaged in the
formation

of Donaldson & Lytle

Limited, and That all the requirements of the Companies Act (Northern
Ireland), 1932, in respect of matters precedent to the registration of the
said Company and incidental thereto have been complied with. And I
make this solemn Declaration conscientiously believing the same to be true
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 22 Howard Street
in the City of Belfast

the 16th day of March
one thousand nine hundred and thirty nine before
me,

Geo. F. Rolland

A Commissioner for Oaths. (b).

(b) or Notary Public or Justice of the Peace.

W. E. Burke

THE COMPANIES ACT (NORTHERN IRELAND), 1932.

A Private Company Limited by Shares.

Memorandum
AND
Articles of Association
OF
Donaldson & Lyttle Limited

J. CHARLEY McDOWELL & BURKE,
SOLICITORS,
22 HOWARD STREET, BELFAST.

THE COMPANIES ACT (NORTHERN IRELAND), 1932.

A Private Company Limited by Shares.

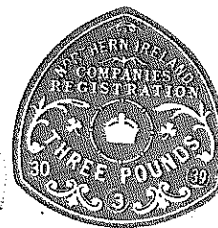
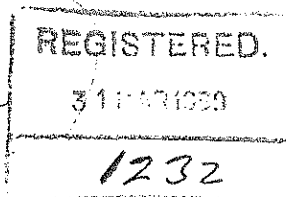
Memorandum
AND
Articles of Association
OF
Donaldson & Lyttle Limited

J. CHARLEY McDOWELL & BURKE,
SOLICITORS,
22 HOWARD STREET, BELFAST.

N. 9. 13 (2)



3



THE COMPANIES ACT (NORTHERN IRELAND), 1932.

A PRIVATE COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

Donaldson & Lyttle Limited.

- I. The name of the Company is DONALDSON & LYTTLE LIMITED.
- II. The Registered Office of the Company will be situate in Northern Ireland.
- III. The objects for which the Company is established are :—
 - (1) To acquire take over and continue the trade or business of Alexander Donaldson trading as Donaldson & Lyttle at 47, 49 & 51 Great Victoria Street and 116/118 Peter's Hill in the County of the City of Belfast and the goodwill thereof and all or any of the trades or businesses heretofore carried on by the said firm of Donaldson & Lyttle together with any property real or personal belonging to or used and occupied by the said firm.
 - (2) To carry on the business of House Furnishers and Decorators, Cabinet Makers and Upholsterers.
 - (3) To carry on either in connection with the business aforesaid or as distinct and separate businesses the business of manufacturers of and wholesale and retail dealers and agents in household and other furniture and upholstery beds bedding carpets curtains blinds textile fabrics of all kinds crockery earthenware enamelled ware glass ironmongery turnery silver plate and plated goods leather goods cutlery and the like articles fancy goods household fittings and utensils and effects of personal and household use or ornament and generally the business of house furnishers upholsterers and decorators carpenters cabinet makers and the furnishing fitting equipping decorating and preparing for use and occupation any houses hotels restaurants offices shops warehouses or other buildings.

- (4) To carry on either in connection with the business aforesaid or as distinct and separate businesses the business of storing warehousing packing removal carrying delivery purchase sale exchange pledging and exhibiting of household furniture and effects pictures books musical instruments works of art articles of vertu and goods and chattels of every description ; to act as agents for the depositors of any such goods or chattels in effecting sales exchanges pledges and purchases thereof ; in collecting paying or remitting the proceeds of such transactions and generally in dealings of every kind connected with such goods and chattels ; to undertake arrange negotiate and carry out sales by auction or otherwise of goods chattels and property of every description ; to lend money on the security of goods and chattels deposited with the Company or of any other property and to buy barter sell manufacture manipulate deal (both wholesale and retail) in articles commodities and merchandise of all kinds which can be conveniently dealt in by the Company in connection with any of its objects.
- (5) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or otherwise to benefit the Company.
- (6) To acquire and undertake the whole or any part of the business goodwill and assets of any person firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person firm or company or to acquire an interest in amalgamate with or enter into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such person firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares debentures debenture stock or securities that may be agreed upon and to hold and retain or sell mortgage and deal with any shares debentures debenture stock or securities so received.
- (7) To amalgamate with any other company or body of persons or to enter into partnership or into any arrangement for sharing profits union of interests co-operation joint adventure reciprocal concession or otherwise with any person firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company or enable it to carry on its business more economically or more efficiently.
- (8) To purchase take on lease in fee farm or in exchange hire or otherwise acquire any real or personal property or any estate or interest therein and any patents inventions trade marks trade names secret processes rights or privileges.
- (9) To receive money on deposit at interest or otherwise and to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

- (10) To lend and advance money or give credit to such persons and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to give guarantees or become security for any such persons.
- (11) To improve manage cultivate develop exchange let in fee farm on lease or otherwise mortgage charge sell dispose of turn to account grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (12) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of a Debenture Deed, or Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money borrowed raised or owing by mortgage charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (13) To draw make accept endorse discount negotiate execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments or securities.
- (14) To subscribe for take purchase or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (15) To act as agents or brokers and as trustees for any person firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through with or by means of agents brokers sub-contractors or others.
- (16) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions for such consideration as the Company may think fit and in particular for shares debentures debenture stock or securities of any other company.
- (17) To distribute among the members of the Company in kind any property of the Company and in particular any shares debentures or securities of other Companies belonging to this Company or of which this Company may have the power of disposing.
- (18) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

IV. The liability of the members is limited.

V. The Share Capital of the Company is £3,000 divided into 3,000 Shares of £1 each with power for the Company to increase or reduce such Capital.

VI. The Company may issue Shares subject to such regulations as to preference or priority as the Company may determine.

WE, the several persons whose names addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

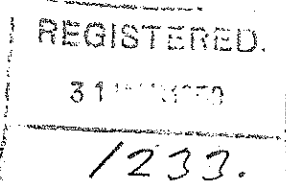
Name Address and Description of each Subscriber	Number of Shares taken by each Subscriber.	Witness to the Signature of each Subscriber.
<i>Allen Donaldson Jun</i> <i>3 Locksley Park</i> <i>Finaghy</i> <i>House Furnisher</i>	<i>One.</i>	<i>W. J. Burke</i> <i>Solicitor</i> <i>22 Rowland St. Belfast</i>
<i>Allen Donaldson Jun</i> <i>3, Locksley Park.</i> <i>Finaghy.</i> <i>House. Furnisher</i>	<i>One.</i>	<i>W. J. Burke</i>
<i>Herbert Victor Donaldson</i> <i>3 Locksley Park</i> <i>Finaghy</i> <i>House Furnisher</i>	<i>one</i>	<i>W. J. Burke</i>
<i>William Harvey Donaldson.</i> <i>3. Locksley Park.</i> <i>Finaghy</i> <i>House Furnisher.</i>	<i>One</i>	<i>W. J. Burke</i>

Total number of Shares taken *Four*

Dated this *Fourteenth* day of *March*

1939.

N. 9. 1341/3



THE COMPANIES ACT (NORTHERN IRELAND) 1932.

A PRIVATE COMPANY LIMITED BY SHARES.

Articles of Association

OF

Donaldson & Lyttle Limited.

1. The regulations contained in Table A in the first schedule to the Companies Act (Northern Ireland) 1932 shall apply to this Company save in so far as they are excluded or modified by these Articles or by Law.

2. Regulations numbered 64, 69, 71, 72, 101 and 104 of said Table A are hereby excluded.

3. Regulation 7 of said Table A shall not apply to this Company but the following regulation shall be substituted in lieu thereof viz. :—

"9. The Company shall have a first and paramount lien upon all the shares registered in the name of each member (whether solely or jointly with others) for his debts liabilities and engagements solely or jointly with any other person to or with the Company whether the period for the payment fulfilment or discharge thereof shall have actually arrived or not and such lien shall extend to all dividends from time to time declared in respect of such shares."

4. Subject to the provisions of the Companies Acts for the time being in force General Meetings of the Company shall be held at such time and place as may from time to time be prescribed by the Directors.

5. A poll may be demanded at any General Meeting by any person present and entitled to vote thereat. Two members present in person or by proxy shall form a quorum for any meeting of the Company.

6. Regulation 70 of said Table A shall be altered by omitting therefrom the provision that every Director present at each meeting of Directors or Committee of Directors shall sign his name in a book kept for the purpose.

7. The Directors of the Company may without assigning any reason therefor decline to register any transfer of shares and any such transfer or pretended transfer not being approved by the Directors shall be void and such disapproval shall be final.

8. Any member or the executor or administrator of any deceased member or any person in whom any shares may be vested who shall be desirous of transferring or disposing of any shares held by him or standing in the name of a member shall before transferring or offering them for sale give notice to the Directors of the Company in writing left at the registered office of the Company of his desire to sell and if within three months after the service of such notice the Directors shall find a purchaser for the shares the member or person giving such notice shall sell the shares mentioned in it to the purchaser at a price to be mutually agreed on or failing agreement to be determined by arbitration in accordance with the arbitration clause hereinafter contained. The transfer notice shall not be revocable except with the sanction of the Directors.

9. If the proposing transferor makes default in transferring the share or shares the Company may receive the purchase money and shall thereupon cause the name of the purchasing member to be entered in the register as the holder of the share or shares and shall hold the purchase money for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member.

10. If the Directors shall not within said three months find a purchaser for the shares mentioned in such notice then the member or person serving the notice shall at any time within three months afterwards be at liberty to offer them for sale or to sell or transfer them to a person selected by himself. Any transfer under this Article shall be subject to the provisions of Article 7 hereof.

11. Whenever any member of the Company who has been employed by the Company in any capacity ceases to be in such employment the Directors may at any time by resolution require such member or the person in whom his shares may be vested to give notice to them of his desire to sell the shares and if within one week after the posting of a copy of such resolution to him he does not give such notice then as from the date of posting of such resolution he shall if the Directors so decide be deemed to have given the Directors such notice of his intention to sell as is provided for by Article 8, hereof and the same consequences shall ensue as if such notice of his desire to sell had been actually served by such member on the Directors.

12. The number of members of the Company (exclusive of persons in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) shall not at any time exceed 50 (joint holders being reckoned as one member) and the registration of any transfer of shares which may make the number of members exceed 50 if effected shall be void.

13. The Company shall not issue any invitation to the public to subscribe for any shares or debentures of the Company.

14. The first Directors of the Company shall be appointed by the signatories to the Memorandum of Association.

15. The Company may in General Meeting from time to time fix the number of Directors and the share qualification of each Director and the General Meeting fixing the number shall have power to elect duly qualified persons to bring the number of Directors up to the number fixed. The Company in General Meeting may also by Ordinary Resolution remove any Director from office before the expiration of his period of office.

16. The office of a Director shall be vacated :

- (a) If he become bankrupt ;
- (b) If he become of unsound mind or be found a lunatic ;
- (c) If he be convicted of an indictable offence ;
- (d) If he cease to hold the necessary share qualification or does not obtain the same within one month from the date of his appointment ;
- (e) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors ;
- (f) If he give the Directors one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless prior to the doing of such act written notice shall have been served upon the Directors or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

17. A resolution in writing signed by all the Directors for the time being shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. The Directors may continue to act notwithstanding any vacancy in their body.

18. The Directors shall have power from time to time to fix a quorum for their meetings. Two Directors shall form a quorum at all meetings until otherwise determined by a meeting of the Directors.

19. The seal of the Company shall not be used except with the authority of the Board of Directors and in the presence of one Director and every deed or other document to which the seal is affixed shall be signed by two Directors or by one Director and the Secretary.

20. Regulation 103 of said Table A shall be altered so that any notice sent by post shall be deemed to be served at the time the letter containing same is posted.

21. The Directors shall have power to settle and determine the manner in which cheques bills and other negotiable instruments are to be drawn accepted made or endorsed on behalf of the Company.

22. Any resolution proposed at a General Meeting of the Company shall be put to the meeting and voted on whether such proposed resolution be seconded or not.

23. Every Director Manager Secretary Auditor and other officer or servant of the Company and the persons (if any) for the time being acting in relation to any of the affairs of the Company and every one of their heirs executors and administrators shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs losses and expenses which any officer servant or person may incur or become liable to by reason of any contract entered into or deed or act done by him as such officer servant or person in any way in the discharge of his duties.

24. (a) If any difference question or other matter in dispute (the manner of deciding which is not hereinbefore or in said Table A prescribed) shall arise between the Directors and any shareholder or between the Company and any shareholder in relation to these Articles or anything contained in or arising out of these Articles or as to the true construction and meaning thereof such difference question or matter in dispute unless the parties agree to refer the same to a single arbitrator shall be referred to two arbitrators one of whom shall be chosen by each of the parties in difference with power to the two arbitrators so chosen to appoint an umpire. The Company in General Meeting may at any time and from time to time by resolution approve of a panel giving the names and addresses of the persons who will be eligible to act as arbitrators and the person or persons to be selected as arbitrator or arbitrators under this Article shall while any such panel is in force be chosen from such panel and if more than one arbitrator be appointed then the umpire shall also be chosen from such panel. Any such panel may from time to time be cancelled altered or added to by resolution of the Company in General Meeting.

(b) The decision of the arbitrators or in case they disagree the decision of their umpire shall be final and binding.

(c) Every such arbitration shall as to the mode and consequence thereof and in all other respects conform to the provisions of the Arbitration Act (Northern Ireland) 1937 or any statutory modification or re-enactment thereof for the time being in force.

Donaldson & Lyttle Limited.

SUBSCRIBERS.

Name, Address and Description of each Subscriber.	Witness to the Signature of each Subscriber.
<p>Alex Donaldson sen 3 Locksley Park Glasgow House Furnisher</p>	<p><i>W. Burke</i> Solicitor 22 Howard St. Belfast</p>
<p>Alex Donaldson Junr. 3, Locksley Park, Glasgow. House Furnisher</p>	<p><i>W. Burke</i></p>
<p>Herbert Victor Donaldson 3 Locksley Park Glasgow House Furnisher</p>	<p><i>W. Burke</i></p>
<p>William Harvey Donaldson 3, Locksley Park. Glasgow. House Furnisher.</p>	<p><i>W. Burke</i></p>

Dated this *fourteenth* day of *March* 1939.

No. of Certificate *N. 1241* 4

REGISTERED

31 MAR 1930

FORM NO. 25.

1234

Donaldson & Lyttle

COMPANY, LIMITED.



STATEMENT of the Nominal Capital made pursuant to s. 112 of the
Stamp Act, 1891, as amended by s. 7 of the Finance Act, 1899, and s. 39 of the
Finance Act, 1920, and s. 1 of the Finance Act (Northern Ireland), 1933.
(NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100
or fraction of £100.)

This Statement is to be filed with the Memorandum of Association, or
other Document, when the Company is registered.

Presented for registration by

J. Charley Mc Dowell & Burke,

Solicitors, 22 Howard Street Belfast.

NOTE.—This margin is reserved for binding, and must not be written across.

The NOMINAL CAPITAL of the Donaldson & Lytle

..... Company, Limited,

is £ 3000 divided into 3000 shares of £ 1 0 0

each.

Signature Alan Donaldson Sen

Description Director

Date 14th March 1939

DUPLICATE FOR THE FILE.

No. N.I. 1341



Certificate of Incorporation.

I hereby certify That

DONALDSON & LYTTLE LIMITED

is this day Incorporated under the Companies Act (Northern Ireland), 1932,
and that the Company is Limited.

Given under my hand at Belfast, this THIRTY-FIRST day
of MARCH One Thousand Nine Hundred and THIRTY-NINE.

W. Abbott

Registrar of Companies for Northern Ireland.

Certificate }
received by } J. C. Harley McDonald & Burke BWH.

Date 1st April 1939.

N/1341/401

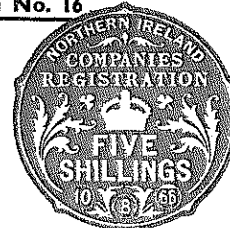
PRICE FOURPENCE
(Exclusive of Purchase Tax)

Form No. 16

THE COMPANIES ACT (NORTHERN IRELAND), 1960

*EXTRAORDINARY
SPECIAL

RESOLUTION



OF
DONALDSON & LITTLE LIMITED ✓

At an Extraordinary General Meeting of the Members of the above-named company

duly convened and held at

47/53, 48, Victoria Street Belfast 2

on the second day of August 19 66

~~*Extraordinary~~
the following Special Resolution was duly passed :



" It was proposed by Alexander Donaldson, seconded by William H. Donaldson and unanimously agreed, that the Nominal Capital of the Company amounting to £3000, divided into 3000 Ordinary Shares of £1 each, be increased to 20,000 Ordinary Shares of £1 each, by the utilisation of £17,000 standing to the credit of the Company's Profit and Loss Account "

MINISTRY OF COMMERCE
RECEIVED
- 5 AUG 1966

COMPANIES SECTION
NORTHERN IRELAND

Signature

Alex. Donaldson

Officer

Secretary

*Delete whichever is not applicable

A

Company number

NI 1341 68

For official use

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Name
Registered
office
addressDonaldson & Lyttle Ltd
68/72 Great Victoria Street
BELFAST**2**

No fee payable

The Companies Acts (Northern Ireland) 1960 and 1978

Notice of accounting reference date

Pursuant to Article 4(1) of the Companies (Northern Ireland) Order 1978

To the Registrar of Companies

Notes*Delete if
inappropriatePlease complete
in block letters
in bold black ink
or type.**Important**The accounting
reference date to be
entered alongside should
be completed as in the
following examples:31 March –
Day Month

3	1	0	3
---	---	---	---

5 April –
Day Month

0	5	0	4
---	---	---	---

31 December
Day Month

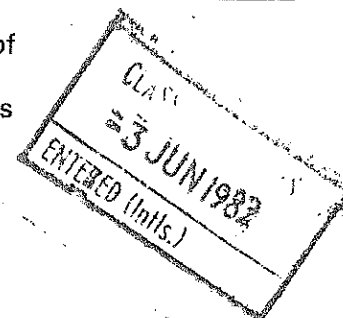
3	1	1	2
---	---	---	---

†Delete as appropriate

Name of Company:

DONALDSON & LYTTLE

Limited*

hereby gives you notice in accordance with paragraph (1) of
Article 4 of the Companies (Northern Ireland) Order 1978
that the accounting reference date on which the company's
accounting reference period is to be treated as coming
to an end in each successive year is as shown below:Please mark X in the box
below if not a private
company

Company number

Day Month

1341	3	1	0	3
------	---	---	---	---

Signed

Date 26/5/82

PER DONALDSON & LYTTLE LTD.

†Director/Secretary

DIRECTOR
Presenter's name,
address and
reference (if any):

For official use only

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McCreery, Turkington & Co
Friends Provident Build.
58 Howard Street
BELFAST
BT1 6PL

21 1341

Form No. 16

THE COMPANIES (NORTHERN IRELAND) ORDER 1986.

~~*EXTRAORDINARY~~ SPECIAL RESOLUTION

OF
DONALDSON AND LYTTLE
LIMITED

At an extraordinary General Meeting of the Members of the above-named company duly convened and held at 68, 177, St. Victoria Street, Belfast
N. IRELAND on the 13TH day of
OCTOBER 1988.

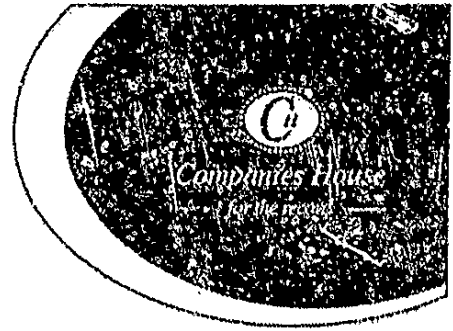
the following *Extraordinary Resolution was duly passed:
Special

That HERBERT VICTOR DONALDSON be appointed to act as Attorney to act on behalf of DONALDSON & LYTTLE LIMITED in the sale of the Apartment at C/Eurosol 5626A Montemar Torremolinos, Spain, and execute Deeds on behalf of the Company



Signature W. H. W. Harrison
Officer Charles J. Winton

*Delete whichever is not applicable



Crown Way Cardiff CF14 3UZ
www.companieshouse.gov.uk

NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that the microfiche record for this company contain some documents which are illegible.

This has been noted but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.