



00053599

21

Statement of first directors and secretary
and intended situation of registered office

This form should be completed in black

Company name (in full)

<input type="checkbox"/> CN	_____	for official use <input type="checkbox"/>
Kantara Hayesbank Services Ltd		

Registered office of the company on incorporation

<input type="checkbox"/> RO	64 The Pinnacle		
	Post Town	Preston	
	County/Region	co Lancashire	
	Postcode	BT5 7AF	

If the memorandum is delivered by an agent for the
subscribers of the memorandum mark 'x' in the box
opposite and give the agents name and address☒

Name	HOLDFAST LIMITED		
<input type="checkbox"/> RA	T/A COMPANY REGISTRATION AGENTS		
138 UNIVERSITY STREET			
	Post Town	BELFAST	
	County/Region	N. IRELAND	
	Postcode	BT7 1HJ	

Number of continuation sheets attached

To whom should Companies Registry direct any
queries about the information shown on this form?

COMPANY REGISTRATION AGENTS			
138 UNIVERSITY STREET			
BELFAST		Postcode	BT7 1HJ
Telephone	90329984	Extension	_____



Company Secretary

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

CS

DOROTHY MAY

KANE

AD

111 KNOCKVIEW DRIVE

Post town

TANDRAGEE

County/Region

ARMAGH

Postcode

BT62 2BL

Country N. IRELAND

I consent to act as secretary of the company named on page 1

Consent signature

Signed

D. Kane

Date 21. 3. 05

Directors

Please list directors in alphabetical order.

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

CD

MR

CHRISTOPHER

GORDON

AD

16 BLACKROCK COURT

SULB MARK ST

Post town

PORTLUSH

County/Region

CO ANTRIM

Postcode

BT56 8BU

Country N IRELAND

Date of birth

DO

13

08

75

Nationality

AD

BRITISH

Business occupation

OC

ESTATE AGENT

Other directorships

OD

FLETCHER GORDON

ORIANNA INVESTMENTS LTD

I consent to act as director of the company named on page 1

Consent signature

Signed

C. Gordon

Date

21. 3. 05

*Voluntary details

Directors (continued)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

*Voluntary details

Consent signature

CD

MRS

PAMELA

GORDON

AD

27 PRIMROSE PARK

Post town

PORTLUSH

County/Region

CO ANTRIM

Postcode

BTS68TD

Country

N IRELAND

DO

04

03

49

Nationality

AD

BRITISH

OC

NONE

OD

ORIANNA INVESTMENTS

I consent to act as director of the company named on page 1

Signed

P M O Gordon

Date

21.3.05

Delete if the form is signed by the subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form is signed by an agent on behalf of all the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed

P M O Gordon

Date

21.3.05

Signed

P M O Gordon

Date

21.3.05

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. If the spaces on Page 2 are insufficient the names and particulars can be entered on photocopies of page 2.

2. 'Director' includes any person who occupies the position of a director, by whatever name called.

3. For an individual, his present Christian name(s) and surname must be given, together with any previous Christian names) or surname(s).

'Christian name' includes a forename. In the case of a peer or person usually known by a title different from his surname, 'surname' means that title. In the case of a corporation, its corporate name must be given.

A previous Christian name or surname need not be given if:-

- (a) in the case of a married woman, it was a name by which she was known before her marriage; or
- (b) it was changed or ceased to be used at least 20 years ago, or before the person who previously used it reached the age of 18; or
- (c) in the case of a peer or a person usually known by a British title different from this surname, it was a name by which he was known before he adopted the title or succeeded to it.

4. The names must be given of all bodies corporate incorporated in Northern Ireland of which the director is also a director, or has been a director at any time during the preceding five years.

However, a present or past directorship need not be disclosed if it is, or has been, held in a body corporate which, throughout that directorship, has been:-

- (a) a dormant company (which is a company which has had no transactions required to be entered in the company's accounting records, except any which may have arisen from the taking of shares in the company by a subscriber to the memorandum as such);
- (b) a body corporate of which the company making the return was a wholly-owned subsidiary;
- (c) a wholly-owned subsidiary of the company making the return; or
- (d) a wholly-owned subsidiary of a body corporate of which the company making the return was also a wholly-owned subsidiary.

5. Dates of birth must be given for all directors.



CR 20

23

COMPANIES FORM No. 23

**Statutory Declaration of compliance
with requirements on application
for registration of a company**Please do not write
in this margin

Pursuant to Article 23(3) of the Companies (Northern Ireland) Order 1986.

To the Registrar of Companies

For official use

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering* Insert full name
of company

Name of company

* Kantara Hayesbank Services Ltd

I, DOROTHY MAY KANE

of 138 UNIVERSITY STREET, BELFAST, BT7 1HJ

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~†
[person named as director or secretary of the company in the statement delivered to the registrar
under Article 21(2)]† and that all the requirements of the above Order in respect of the registration
of the above company and of matters precedent and incidental to it 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 5 STRANMILLIS ROAD

BELFAST, BT9 5AF

Declarant to sign below

D Kane

the 30th day of March

Two thousand 05

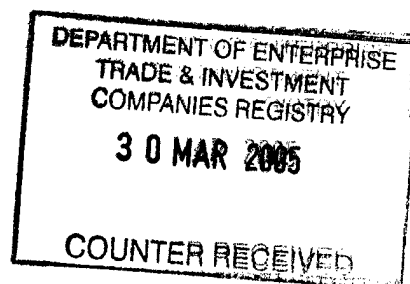
before me A.G. LUNDY LL.B

A ~~Solicitor~~ ~~having the powers conferred~~
~~on a Commissioner for Oaths.~~

*[Signature]*Presenter's name address
and reference (if any):For official use
Public Office

New Companies Section

HOLDFAST LIMITED
T/A COMPANY REGISTRATION AGENTS
138 UNIVERSITY STREET
BELFAST
BT7 1HJ





Companies (Northern Ireland) Orders 1986 to 1990



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

Kantara Hayesbank Services Ltd

1. Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) Regulations (Northern Ireland) 1986 shall apply to the Company. The said regulations contained in said Table A are hereinafter referred to as "Table A".

2. In these articles the following expressions shall mean:

"the Property" means Kantara Hayesbank, 5 & 6 Ramore Avenue, Portrush, County Antrim.

"the Lessor" or "the Transferor" means Orianna Investments Ltd.

3. (1) The Company's share capital is £15.00 divided into 15 Ordinary shares of £1 each.
- (2) Each share shall confer the right to receive notice of and to attend and address all General Meetings of the Company but shall confer such voting rights at General Meetings as are hereinafter specified.
- (3) Until each of the subscribers to the Memorandum of Association shall have ceased to hold any share or shares in the Company the only shares which shall confer any voting rights at General Meetings shall be the share or shares vested in the subscribers or remaining shareholding subscriber for the time being.
- (4) After the last of the subscribers to the Memorandum of Association shall have ceased to be a shareholder in the Company each of the shares shall confer the right to vote at General Meetings in respect of any resolution affecting any one or more of the Apartments or the residual premises.
- (5) Where in accordance with the foregoing provisions any share is a voting share each such share shall confer one vote only.

4. (1) A share may only be issued to a person who is a tenant of an Apartment for the whole of the unexpired residue of the term granted by a lease made by the Lessor or to a person who is the freehold owner of an Apartment or a House.
- (2) A tenant or freehold owner of a House or an Apartment shall be entitled to one share in the Company.
- (3) All unissued shares shall be at the disposal of the Directors who may (subject to the provisions of these articles) allot the same to such persons at such times and on such terms as they think proper but so that no shares shall be issued at a discount and PROVIDED THAT (subject to the foregoing paragraphs of this article) Directors shall be bound on application by a person qualified to have a share issued to him and on payment of the nominal value of such shares allot to such person the share for which he qualifies and for which he has made payment.
5. (1) Shares in the Company shall be transferred and may only be transferred simultaneously with an assignment of the said lease of a House or an Apartment or with a transfer of the freehold of a House or an Apartment in respect of which such shares are held and to a person who for the time being satisfies the foregoing requirements concerning the issue of shares and any such transfer shall not be made at a price in excess of the nominal value of the share or shares.
- (2) The Directors may require the production of such evidence as they may think fit for the purpose of satisfying themselves beyond doubt that the foregoing provisions of this article have been complied with before registering any proposed transfer of any share or shares.
6. If the holder of any share or shares refuses or neglects to transfer it or them in accordance with the foregoing provisions of these articles the Chairman for the time being of the Directors or failing him the other Directors shall forthwith be deemed to be duly appointed as the attorney of that holder with full power in his name and on his behalf to execute, complete and deliver a transfer of his share or shares to the person or persons to whom it or they should be transferred in accordance with the foregoing provisions hereof and the Company may receive and give a good discharge for the purchase-money and enter the name of the transferee or transferees in the register of members as the holder by transfer of the share or shares.
7. Until each of the subscribers to the Memorandum of Association shall have ceased to be a shareholder the Directors of the Company shall be Pamela Gordon and Christopher Gordon and upon the last of the said subscribers ceasing to be a shareholder the provisions of Table A as to the appointment, rotation and removal of Directors shall apply.
8. (1) Subject to the provisions of paragraph (2) of this article the Directors shall endeavour so to carry on the

- (2) The Directors may in their absolute discretion make provisions for creating and setting aside a reasonable reserve fund for any general or particular purpose.
- (3) The Directors shall ensure that no dividend or other distribution is paid or made upon or in respect of any share in the capital of the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

Pamela Gordon
 27 Primrose Park
 Portlusk
 Co Antrim

P. M. O'Gard

Christopher Gordon
 16 Blackrock Court
 56/60 Mark St
 Portlusk
 Co Antrim

C. J. Gordon.

Dated 21/3/05

Witness to the above signatures:-

Marion McKay
 19 Rineview Drive
 Brillymorey

Marion McKay



00053598

Companies (Northern Ireland) Orders 1986 to 1990

COMPANY LIMITED BY SHARES

MEMORANDUM



AND

ARTICLES OF ASSOCIATION

OF

Kantara Hayesbank Services Ltd

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

Kantara Hayesbank Services Ltd

1. The Company's name is: "Kantara Hayesbank Services Ltd".
2. The Company's registered office is to be situated in Northern Ireland.
3. The Company's objects are:
 - (1) To acquire the freehold development together with the buildings erected thereon known as Kantara Hayesbank, 5 & 6 Ramore Avenue, Portrush, County Antrim subject to but with the benefit of each Apartment and House lease or freehold transfer and to hold the same as an investment for the benefit of the tenants/owners of the Houses and Apartments comprised in the said buildings.
 - (2) To collect the service income of the Property and to apply the same in the proper and convenient management thereof including (but without prejudice to the generality of the foregoing) the matters referred to in Clause (3).
 - (3) To manage and keep presentable the greenland and common areas and to keep in repair, renew, rebuild, decorate, maintain and procure the repair, renewal, rebuilding, decoration and maintenance of the buildings erected on the Property including the main structure, roof, foundations, interior, exterior, the common parts, the common gas and water pipes, drains and electric cables and wires and the grounds, parking areas, forecourts, walls, fences, accessways, public ways, hedges and generally the whole of the Property including all buildings comprising aforesaid including the cleaning and lighting of the common parts the cleaning of the windows the repair renewal replacement and maintenance of fixtures and fittings the placing and maintaining of policies of insurance in respect of the premises against loss or damage by all risks covered by a normal comprehensive policy of insurance and the placing and maintaining of policies of insurance against all third party claims normally included under Property owner's liability policies the payment of rates, outgoings and other charges and assessments which may become payable in respect of the Property.

- (4) To make rules and regulations for the observance of members of the Company for the use and control of the Property.
- (5) To grant leases, underleases or freehold transfers of such easements, rights, privileges and advantages and containing such covenants, provisions and conditions as may be requisite to secure the full enjoyment to the lessees, transferees and occupiers for the time being of the Houses and Apartments and to provide for the management, maintenance and upkeep of the common parts of the Property.
- (6) To execute and do all such other instruments, acts and things as may be requisite for the purpose of ensuring the efficient management and administration of the Property.
- (7) To purchase, take on lease, or in exchange or otherwise acquire freehold and leasehold property or any interest in or over the same.
- (8) To apply for, purchase or by other means acquire and protect any licences, protections and concessions or other rights which may appear likely to be advantageous or useful to the Company.
- (9) To sell, let, lease, grant licences, easements and other rights over the whole or any part of the Property for such consideration as may be thought fit.
- (10) To subscribe or underwrite, purchase or otherwise acquire and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body or by any company or body of persons and any options or rights in respect thereof.
- (11) To borrow and raise money in any manner and on any terms.
- (12) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the Property.
- (13) To pay all preliminary expenses of the Company.
- (14) To enter into any arrangements with any company that may seem conducive to the Company's objects or any of them and to obtain from any such company any contracts, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with the same.
- (15) To undertake and execute any trust or agency business (whether gratuitously or otherwise) the undertaking whereof may seem desirable whether as being convenient for or conducive to any of the objects of the Company or as being a convenience or amenity for the lessees or occupiers of the Houses and Apartments or any of them.


- (16) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
 - (17) To carry on all or any of the following businesses namely builders and contractors, decorators, merchants and dealers in stone, sand, lime and bricks, timber, iron, steel, hardware, paint and other building or decorating requisites and insurance agents.
 - (18) To do all or any of the things hereinbefore authorised either alone or in conjunction with or as trustee or agent for others or by or through trustees, or agents and either with or without the intention or object of profit and whether gratuitously or otherwise.
 - (19) To do all such other things as are incidental to or conducive to the attainment of the above objects or any of them PROVIDED ALWAYS that the objects set forth in any sub-clause of this Clause shall not except where the context expressly so requires be in any way limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company and none of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary to the objects mentioned in the first sub-clause of this Clause but the Company shall have full power to exercise all or any of the powers conferred by any part of this Clause notwithstanding that the business undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this Clause.
4. The liability of the members is limited.
5. The Company's share capital is £15.00 divided into 15 Ordinary shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber

Pamela Gordon
27 Primrose Park
Portlough

PMO 
one

Christopher Gordon
16 Blackrock Cove
56/60 Mark Street
Portlough

one
cf Gordon.

TOTAL SHARES TAKEN:

Two

Dated 21/3/05

Witness to the above signatures:

Marion McKay
19 Rineview Drive
Brillymorey

Marion McKay



NI054537

I HEREBY CERTIFY that

Kantara Hayesbank Services Ltd

is this day incorporated under the Companies (Northern Ireland)
Order 1986; and that the Company is limited

Given under my hand at Belfast, this the SIXTH day of APRIL two-
thousand and FIVE

A handwritten signature in black ink, appearing to read 'A. Dishman'.

for Registrar of
Companies for Northern Ireland



NI054537

I HEREBY CERTIFY that

Kantara Hayesbank Services Ltd

is this day incorporated under the Companies (Northern Ireland)
Order 1986; and that the Company is limited

Given under my hand at Belfast, this the FIFTH day of APRIL two-
thousand and FIVE

A handwritten signature in black ink, appearing to read 'A. Dishman'.

for Registrar of
Companies for Northern Ireland