

**PLEASE NOTE THAT
DUE TO THE POOR
QUALITY OF THE
FICHE SOME OF THE
FOLLOWING IMAGES
ARE ALSO OF POOR
QUALITY.**

(DUPLICATE FOR THE FILE.)

No. 28404



Certificate of Incorporation.

I Thereby Certify that

— "BARNYARDS FARM LIMITED" —

is this day incorporated under the Companies Act, 1948, and that this Company is **Limited**.

SIGNED by me at Edinburgh, this — Eleventh — day of — June —

One Thousand Nine Hundred and Fifty-one —

Registrar of Companies.

No. of
Certificate }

Form No. 41.

1948

THE COMPANIES ACT, 1929.



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

DECLARATION of compliance with the requirements of the Companies

1948
Act, ~~1929~~ on application for registration of a Company.

Pursuant to Section 15 (2).

Name {
of {
Company {

BARNYARDS FARM LIMITED.

Presented by—

JOHN OSWALD & SON,
(REGISTRATION AGENTS) LIMITED,
EDINBURGH.



Forms supplied by JOHN OSWALD & SON (Registration Agents) LIMITED,
6 North St. David Street, Edinburgh 2.

REGISTERED

I, Peachy Wilson Johnston,

of 34 Reform Street, Dundee,

(a) Here insert:
"An enrolled Law-
Agent engaged in
the formation,"
or
"A person named
in the Articles of
Association as
a Director or
Secretary."

Do solemnly and sincerely declare I am ^(a) an Enrolled Law Agent
engaged in the formation

of BARNYARDS FARM

Limited, and That all the requirements of the Companies Act, ~~1928~~ ¹⁹⁴⁸, 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 Dundee

the 6th day of June

One thousand nine hundred and fifty one

before me,

Jessie B. Weatherhead

(b) Justice of the Peace for the County of
of the City of Dundee



The Companies Act, 1948.

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
BARNYARDS FARM LIMITED



I. The name of the Company is "BARNYARDS FARM LIMITED."

II. The Registered Office of the Company will be situate in Scotland.

III. The objects for which the Company is established are :—

I. To acquire by purchase or otherwise and to carry on and develop in the United Kingdom or elsewhere, all or any of the following businesses, namely :—

(a) To carry on the business of farming in all its branches.

(b) To carry on the business of dealers and commission agents in the purchase and sale of all classes of live and agricultural stock and produce and of all or any of the materials and goods useful or necessary in carrying on the business of the Company.

(c) To occupy and farm buildings and land and to carry on the trades or businesses of graziers, dairymen, millers, fruit merchants, egg merchants, game and poultry dealers, market gardeners, tomato growers, fruit farmers, and manufacturers of agricultural implements of all descriptions.

2. To carry on business as general storekeepers, manufacturers, shipowners, ship brokers, general carriers, railway forwarding agents, importers, exporters, and merchants and common carriers by land, air or water.

3. To acquire or establish and carry on any trade or business which in the opinion of the Company can be conveniently or advantageously carried on in connection with any of the Company's objects, or is calculated, directly or indirectly, to enhance the value of, or render profitable, any of the Company's property or rights.
4. To acquire by purchase, feu, lease, exchange, or otherwise, any lands, buildings, heritages, or any real or heritable property of whatever nature or tenure, which the Company may think necessary or convenient for the purposes of its business and to construct maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
5. To buy or acquire the whole or any part of or any interest in the business, property, or undertaking of any company or partnership or individual carrying on any business which the Company may legally carry on, and to undertake the whole or any part of the liabilities of such company, partnership, or individual, and to pay for such business, property, or undertaking in cash, or in shares, preference, or ordinary, or deferred stock or debentures of the Company, or partly in each of such modes.
6. To act as agents and to buy and sell all goods and materials useful or necessary in carrying on or in connection with the business of the Company.
7. To apply for, purchase, or otherwise acquire, in any part of the world, any patents, licences, and the like, which may seem capable of being used for the purposes of the Company.
8. To sell, dispose of, or transfer the business, property, and undertaking of the Company, or any branch or part thereof in consideration of payment in cash or in shares, preference, ordinary, or deferred, or stock, or in debentures or other securities of any other company, or partly in each of such modes of payment, or for such other consideration as may be deemed proper, and to distribute the price howsoever paid or satisfied among the members in or towards satisfaction of their interests in the assets of the Company.
9. To borrow or raise money in such manner as the Company shall think fit ; and to grant security for all or any of such sums either to lenders or to any person or company granting a guarantee, undertaking, or other obligation on behalf of the Company to enable it to obtain such sums and by way of such security to assign, dispoise, mortgage, or transfer the whole or any part of the property, assets, or revenue of the Company, including uncalled capital, either *ex facie* absolutely or subject to redemption or in trust or otherwise, and to give to creditors, lenders, or others receiving such security powers of sale, and such other powers as may be

arranged, and to redeem, purchase, exchange, convert, or pay off from time to time any such securities.

- 10 To receive from any person or persons, whether Director, shareholder, or employee of the Company or otherwise, or from any corporate body, money on deposit at interest or otherwise.
11. To lend or advance money to such parties and on such terms as may seem expedient, whether to customers or employees of and persons having dealings with the Company or otherwise and to vary the conditions of any such advance or loan, and to give any guarantee or indemnity, and to discount bills and to transact any of the business of a banker which may seem to the Company expedient.
- 12 To enter into partnership, or into any agreement or joint purse arrangement, or any arrangement for sharing profits and losses, or union of interests, or co-operation with any person, company, corporation, or association, carrying on, or proposing to carry on, any business or transaction which the Company may legally carry on or enter into, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
13. To amalgamate with any person or firm, or any company, whose objects are within the objects of the Company ; and for that purpose to purchase or sell for shares, preference, ordinary, or deferred, or otherwise, the undertaking of this or such person, firm, or other company, subject to the liabilities of this or any such person, firm, or other company, with or without winding up, or to purchase or sell for shares, preference, ordinary, or deferred, or otherwise, all the shares or stock of this or any such other company as aforesaid, or to amalgamate by partnership or any arrangement of the nature of partnership or in any other manner ; and to take by subscription, purchase, or otherwise, and hold shares, preference, ordinary, or deferred, or stock in, or debentures or other securities of any company, society, or undertaking having any object of a like nature with any of those of the Company, or such as may be deemed likely to advance in any way the interests of the Company.
- 14 To distribute among the members in specie any property of the Company any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
15. To draw, accept, make, indorse, execute, renew and issue, and to discount and sell, bills of exchange, promissory notes, bills of lading, warrants, and other negotiable or transferable instruments.

16. To undertake and carry into effect all such financial, commercial, trading, or other operations or businesses in connection with the objects of the Company as the Company may think fit.
17. To remunerate the Directors, officials, and servants of the Company and others out of or in proportion to the returns or profits of the Company, or otherwise as the Company may think proper.
18. To make gifts or grant bonuses to persons in the employment of the Company, or who are or have been Directors of the Company, and to provide for the welfare of persons, including Directors, in the employment of the Company, or formerly in their employment, or the widows and children of such persons, and others dependent upon them, by granting money or pensions, or otherwise as the Company shall think fit ; and to give or make any donations, subscriptions, or other payments to any person or persons, or public, trade, charitable, educational or other institutions or objects.
19. To do all or any of the above things in any part of the world and either as principals, agents, trustees, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-directors, trustees, or otherwise.
20. To do all such other things as the Company may think incidental or conducive to the attainment of the above objects or any of them in any part of the world.
21. The objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be in no wise limited or restricted by reference to or inference from the terms of any other paragraph.

IV. The liability of the members is limited.

V. The share capital of the Company is £8,000 divided into 8,000 shares of £1 each, with power to divide the shares in the capital for the time being into several classes, and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges, or conditions as may be determined by or in accordance with the regulations of the Company.

We, the several persons whose Names and Addresses 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 to our respective names :—

Names, Addresses, and Description of Subscribers	Number of Shares taken by each Subscriber.
<i>J. H. Smith,</i> <i>Barnyards,</i> <i>Lanmadice,</i> <i>Forfar. Farmer.</i>	<i>one share.</i>
<i>James D. Smith,</i> <i>Barnyards, Lanmadice,</i> <i>Forfar. Married woman</i>	<i>one share.</i>

Dated the *thirty first* day of *May*. One thousand nine hundred and fifty-one.

Witness to the above Signatures :—

P. W. Munton. 34 Reform Street, Dundee. Solicitor



The Companies Act, 1948.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
BARNYARDS FARM LIMITED

CONSTITUTION

1. The Company is established as a Private Company within the meaning of Section 28 of the Companies Act, 1948, and the Regulations for its management shall be the Regulations contained in Table A, Part II, in the First Schedule to the said Act, save in so far as the same are excluded or varied by the following clauses.

SHARE CAPITAL

2. The original Share Capital of the Company shall be £8,000 divided into 8,000 Ordinary Shares of £1 each.

LIEN

3. Clause 11 of Table A, Part I, shall be varied to the extent that the lien thereby provided shall extend to fully paid up Shares as well as to Shares which are not fully paid up.

PROCEEDINGS AT GENERAL MEETINGS

4. Clause 53 of Table A, Part I, shall be varied to the extent of providing that two Members present in person or represented by proxy, shall be a quorum at any General Meeting.

DIRECTORS

5. Clause 75 of Table A, Part I, shall not apply.





6



The Companies Act, 1948.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BARNYARDS FARM LIMITED

CONSTITUTION

1. The Company is established as a Private Company within the meaning of Section 28 of the Companies Act, 1948, and the Regulations for its management shall be the Regulations contained in Table A, Part II, in the First Schedule to the said Act, save in so far as the same are excluded or varied by the following clauses.

SHARE CAPITAL

2. The original Share Capital of the Company shall be £8,000 divided into 8,000 Ordinary Shares of £1 each.

LIEN

3. Clause 11 of Table A, Part I, shall be varied to the extent that the lien thereby provided shall extend to fully paid up Shares as well as to Shares which are not fully paid up.

PROCEEDINGS AT GENERAL MEETINGS

4. Clause 53 of Table A, Part I, shall be varied to the extent of providing that two Members present in person or represented by proxy, shall be a quorum at any General Meeting.

DIRECTORS

5. Clause 75 of Table A, Part I, shall not apply.



6. The number of Directors may be one and shall not be more than five.

7. A Director shall be qualified to act although not a shareholder.

8. A Resolution in writing signed by all the Directors, or by the Director if one only, shall be as effective for all purposes as a Resolution passed at a Meeting of Directors duly convened, held and constituted.

9. The first Director of the Company shall be George Kiddie Smith, Earnyards, Tannadice, Angus.

BORROWING POWERS

10. The proviso to Clause 79 of Table A, Part I, shall not apply and the Directors, without prejudice to their general powers, may in the name and on behalf of the Company from time to time, at their discretion, borrow from themselves or from others any sum or sums of money for the purposes of the Company without limit as to amount, and that upon such terms and in such manner as they may think fit.

POWERS AND DUTIES OF DIRECTORS

11. Sub-Section (2) of Clause 84 of Table A, Part I, shall not apply and a Director shall be entitled to contract, and to participate in the profits of any contract, with the Company in the same manner as if he were not a Director and he may vote in respect of any contract or arrangement in which he is so interested as aforesaid.

12. Clause 86 of Table A, Part I, shall be varied to the extent of excluding the requirement therein that every Director present at a Meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

13. Clause 88 of Table A, Part I, shall not apply.

14. The office of Director shall be vacated if the Director :—

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally ; or
- (b) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act ; or
- (c) becomes of unsound mind ; or
- (d) resigns his office by notice in writing to the Company.

Names, Addresses, and Descriptions of Subscribers.

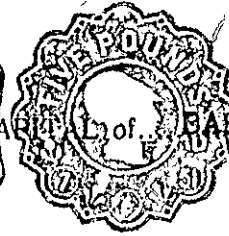
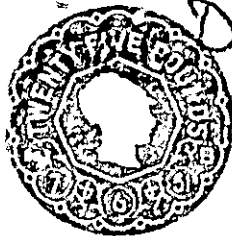
J. K. Smith, Barnyard, Tannadice,
 Forfar, Farmer.

Same J. K. Smith, Barnyard, Tannadice,
 Forfar.
 married woman.

Dated the *thirty-first* day of May One thousand nine hundred
 and fifty-one.

Witness to the above Signatures :—

P. W. Munton, 34 Reform Street, Dundee, Solicitor.



of BARNYARDS FARM

..... Limited,

is £8,000 divided into ^{ordinary} 8,000 shares of £1

each.

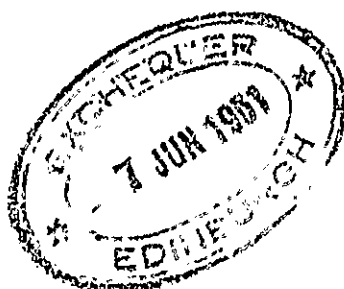
Signature.....

L. H. Smith

Description..... Director.

Date..... 6th June, 1951.

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



REGISTERED

11 JUN 1951

No..... 166

No. of Certificate.....

Form No. 25

BARNYARDS FARM ----- LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

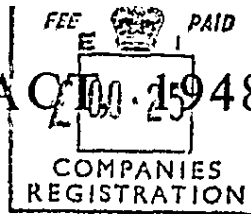
This Statement is to be filed with the Memorandum of Association, or other Document,
when the Company is registered.

Presented for registration by

JOHN OSWALD & SON
REGISTRATION AGENTS, LIMITED
EDINBURGH.

28404/2

THE COMPANIES ACT 1948.



[S. R.]

Special Resolution

(Pursuant to Companies Act, 1948, s. 141 (2).)

OF

BARNYARDS FARM

~~COMPANY~~ LIMITED.

Passed 7th March, 1967.

The Blanks in
this heading
may be filled
up in writing.

AT an EXTRAORDINARY GENERAL MEETING of the Members of the said Company,
after due notice specifying the intention to propose the following Resolution as a
Special Resolution had been given, held at 34 Reform Street, Dundee,
in the County of Angus ----- on the seventh -----
day of March -----1967, the following **Special Resolution**
was duly passed.

The Resolution
to be printed
hereon unless
the company
is exempt
under Sec. 129
of the Act
when it may
be typed
hereon. It
should not be
a separate
paper fixed
hereto.

That Article 6 of the Articles of Association be deleted
and the following new Article substituted therefor, viz:-

" 6. The number of Directors may be one and shall not
be more than eight."

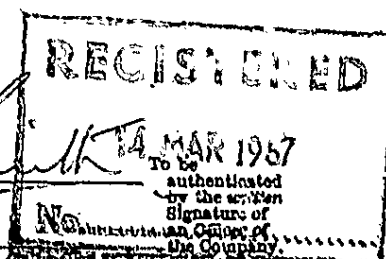


Signature

G. H. Smith

Officer

Director.



THE COMPANIES ACTS 1948 TO 1967

Notice of place where copies of Directors' written service contracts or memorandums thereof are kept or of any change in that place

(Pursuant to section 26 (3) of the Companies Act 1967)

DARBYARDS FARM

Insert the
Name of
the Company

LIMITED

To the REGISTRAR OF COMPANIES.

The above-named company hereby gives you notice, in accordance with subsection (3) of section 26 of the Companies Act 1967, that copies of Directors' written service contracts or memorandums thereof are kept at

34 Reform Street, Dundee.

Signed *James Johnstone*
Secretaries.

State whether Director or Secretary

Date 29th December, 1967.

Presented by :

Presenter's reference : EMS/130.

Reid, Johnston, Bell & Henderson,

Solicitors, 34 Reform Street,

DUNDEE.

Form No. R5
REVISED

Number of } 28104 / 36
Company }

THE COMPANIES ACTS 1948 TO 1967

Notice of place where Register of Directors' interests
in shares in, or debentures of, a company or its associated
companies is kept or of any change in that place

(Pursuant to section 29 (8) of the Companies Act 1967)

LARLYARDS FARM

Insert the
Name of
the Company

LIMITED

To the REGISTRAR OF COMPANIES.

The above-named company hereby gives you notice, in accordance with
subsection (8) of section 29 of the Companies Act 1967, that the register of Directors'
interests in shares in, or debentures of, the company or any associated companies
is kept at 34 Reform Street, Dundee.

Signed *James Stewart*

State whether Director or Secretary secretaries.

Date 29th December, 1967.

Presented by :

Presentor's reference : WMS/ABC.

and, Johnston, Bell & Henderson,

Solicitors, 34 Reform Street,

DUNDEE.

Form No. R6
(No fee payable)

No. of Company / 43

**Notice of Place where a Register of Holders of
Debentures or a Duplicate thereof is kept or
of any change in that place.**

(Pursuant to Section 86 (3).)

THE COMPANIES ACT, 1948

Name of Company {
..... Limited

TO THE REGISTRAR OF COMPANIES

.....
..... LIMITED

her by gives you notice, in accordance with subsection (3) of Section 86 of the Companies Act, 1948, that a register of holders of debentures of the company is kept at

.....
.....

.....
(Signature)
.....

(State whether Director or Secretary)

Dated the ... day of ... 19 ...

Presented by

.....
.....
.....

Presenter's reference