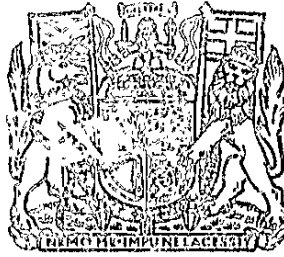


(DUPLICATE FOR THE FILE.)

No. 1124



## Certificate of Incorporation.

I Hereby Certify that

"H. J. & C. CO. LTD." \_\_\_\_\_

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

Signed by me at Edinburgh, this \_\_\_\_\_ day of \_\_\_\_\_ April \_\_\_\_\_

One Thousand Nine Hundred and \_\_\_\_\_.

*W. D. Collier*

Registrar of Companies.

No. of  
Certificate

Form No. 41.

THE COMPANIES ACT, 1948.  
~~1929~~



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

DECLARATION of compliance with the requirements of the Companies

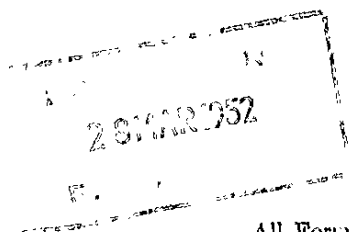
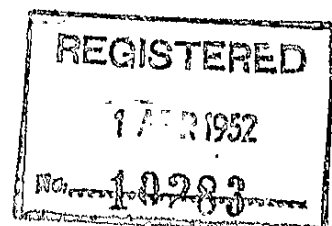
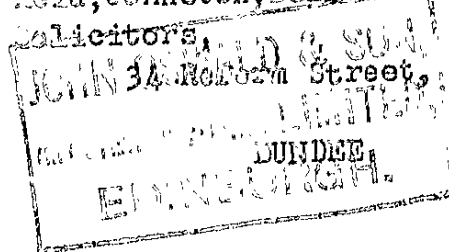
1948  
Act, 1948, on application for registration of a Company.

*Pursuant to Section 15 (2).*

Name  
of  
Company  
ALEXANDER MIDDLETON & COMPANY LIMITED

Presented by--

Messrs. Reid, Johnston, Bell & Henderson,  
Solicitors



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

L, Leslie Binnie Weatherhead

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  
Director or  
Secretary."

Do solemnly and sincerely declare I am <sup>(a)</sup> an enrolled Law Agent  
engaged in the formation of Alexander Middleton  
Company Limited

of

1948

limited, and That all the requirements of the Companies Act, 1929, 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 26th day of March

One thousand nine hundred and fifty two

before me,

(b) Justice of the Peace for the

of Notary Public.

Dundee

*Leslie B. Weatherhead*

*David R. Adam*  
Notary Public

The Companies Act, 1948.

---

COMPANY LIMITED BY SHARES.

---

MEMORANDUM AND  
ARTICLES OF ASSOCIATION

OF

Alexander Middleton & Company  
Limited.

---

Incorporated the

day of March, 1952.

---

REID, JOHNSTON, BELL & HENDERSON,

Solicitors.



The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION  
OF  
**Alexander Middleton & Company  
Limited.**



1. The name of the Company is "ALEXANDER MIDDLETON & COMPANY LIMITED."

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

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

- (1) To carry on the business of grading and packing eggs either under the Scottish National mark or such grade designation mark as may be prescribed by the Department of Agriculture for Scotland or by any Government Regulation or otherwise, and to buy, sell, deal in or otherwise dispose of eggs, butter, honey, cheese, lard, bacon and farm, garden and dairy produce of all and every kind and to carry on all or any of the businesses of importers and exporters, wholesale and retail provision merchants and wholesale and retail dealers in foodstuffs and consumable goods of every description.
- (2) To acquire by purchase or otherwise and to carry on in the United Kingdom or elsewhere all or any of the businesses of import, export and general merchants and agents, produce brokers and merchants, commission, general and other agents, brokers and dealers, colonial and foreign agents, shippers, carriers, contractors, factors, farmers, dairymen, poultry keepers and market gardeners and generally to carry on the businesses of manufacturers, buyers and sellers of and dealers in and agents for all kinds of consumable articles, products and effects.
- (3) To carry on all or any of the foregoing businesses, whether wholesale or retail, either on account of the Company or for others, and to buy, sell, manufacture, repair, alter and exchange, let on hire and deal in all kinds of articles, goods.

10284

or things, which may be required for the purposes of the business, carried on by the Company or any of them or which may be dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of said businesses.

- (4) To acquire, establish and carry on any other business which may seem to the Company capable of being usefully or conveniently combined with any of the above specified objects or businesses, or which may seem desirable to be carried on in connection with or as incidental to any of the said businesses though of a different character from that previously carried on by the Company, or which may in the opinion of the Directors seem calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (5) To purchase, feu, take on lease, acquire and use for any purposes of the Company any lands, buildings, machinery, stock-in-trade and other property, rights, privileges and interests, including Letters Patent, Licenses, Copyrights, Trade Marks, Secret Processes, Designs, Goodwill and Concessions, and other rights of whatever kind, real or heritable and personal, which may be deemed necessary or convenient for such purposes or any of them; and to hold, exercise, sell, lease, hire, exchange, mortgage, alter, pledge, or otherwise deal with or dispose of the same in such manner as may from time to time be deemed expedient.
- (6) To pay all preliminary expenses of the Company and of any company promoted or formed by the Company or of any company in which the Company or its shareholders is or are or may competently be interested.
- (7) To provide or erect factories, warehouses and other buildings, furnish, fit up and erect machinery, plant and apparatus and appurtenances of whatever kind and generally from time to time to provide all requisite accommodation and facilities for the purposes of the Company.
- (8) To purchase, lease, or otherwise acquire or undertake the whole or any part of the business, undertaking, property and liabilities of any person or company carrying on or authorised to carry on any business which this Company is authorised to carry on or which may be conducted so as directly or indirectly to benefit this Company or possessed of any property suitable for the purposes of the Company, or the stock, shares and debentures or other interests of or in any such company, or to amalgamate with any such company, and for the purpose of such amalgamation to transfer the undertaking of this Company to the company or companies with which it is being amalgamated or to accept the transfer to this Company of the undertaking of any such company or any part thereof.
- (9) To pay for any purchase or acquisition in cash or by annual,

perpetual or terminable payments, redeemable or irredeemable, or by bills of the Company, or by shares of the Company of any class and whether fully paid up or partly paid up, or by debentures, debenture stock or other securities or acknowledgments of the Company or one or more of them or part of the one and part of the other or others or in any other way.

- (10) To lend money with or without security to any parties and on such terms as may seem expedient, and to guarantee the payment of any moneys or the performance of any contracts, liabilities, duties, obligations or engagements of any company, firm or person, whatsoever and wheresoever domiciled, and to undertake obligations of every kind and description upon such terms as the Directors may consider desirable.
- (11) To invest and deal with moneys of the Company not immediately required in such investments and in such securities and in such manner as may from time to time be determined.
- (12) To borrow or raise money for the purposes of the business of the Company in such manner as the Company or its Directors may think fit, and to issue bonds, debentures and debenture stock or other obligations or securities charging or pledging the property or assets of the Company or its uncalled capital or not so charging, and to grant, execute and deliver bonds, and dispositions or assignments in security or other deeds which the Company or its Directors may think expedient, and to give the lenders or grantees powers of sale and all other usual or necessary powers.
- (13) To draw, make, accept, execute, endorse, negotiate, discount, issue and deal in promissory notes, bills of exchange, drafts, warrants, cheques, bills of lading, shipping documents, dock or warehouse warrants and other negotiable or transferrable documents.
- (14) To sell, dispose of, or transfer the business or undertaking of the Company or any branch or part thereof or any property or assets thereof in consideration of payment in cash or royalties or other perpetual or terminable payments or in shares (partly or fully paid up) or debentures, debenture stock or other securities of any other company, or in one or other or all of such modes of payment or in such manner and for such consideration as the Company may think fit.
- (15) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (16) To enter into any partnership, arrangement for sharing of profits, union of interests, reciprocal concession or co-operation with any persons, companies or societies carrying on or about to carry on any business or branch of business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

- (17) To transact all kinds of agency business, and in particular for customers of the Company, or for any persons, companies or societies carrying on any business or businesses of a similar nature to that of any branch or branches of the Company's business.
- (18) To adopt such means for making known the products of the Company and keeping the same before the public as may seem expedient and to adopt such measures as may seem expedient for securing the goodwill and support of persons or companies with whom the Company may have dealings.
- (19) To establish branches and agencies in Great Britain, Ireland or abroad, and to discontinue and regulate the same, and to procure the Company to be registered or recognised in any colony, dependency, foreign country or place.
- (20) To admit any person or company to participate in the profits of the Company upon such terms and conditions as may be arranged.
- (21) To establish and support, or aid in the establishment and support of hospitals, dispensaries, places of recreation, associations, institutions, clubs or organisations calculated to benefit persons employed by the Company or in occupancy of any of the property of the Company and to subscribe and guarantee money to any public, trade, charitable, educational, religious or other object, or to any exhibition or exposition, and to grant pensions, allowances, gratuities and bonuses to Directors or former Directors or employees or ex-employees of the Company or its predecessors in business, or to the widows or children or other dependants of such persons.
- (22) To distribute any of the profits and assets of the Company among the members in specie.
- (23) To undertake and execute any trusts which the Company may think it expedient to undertake.
- (24) To enter into arrangements with any Government or Authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions and privileges which may seem conducive to the Company's objects or any of them.
- (25) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect; or for effecting any modification of the Company's constitution; and to assist in procuring alterations in the law; and to oppose any Parliamentary or other proceedings which the Company may think adverse to its interests.
- (26) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or contractors, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

Declaring that the word "Company" in this Clause shall be deemed to include any person, partnership, or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere and also that the objects expressed in each paragraph of this Clause shall be deemed separate objects and 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 or the name of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £20,000 divided into 20,000 shares of £1 each and the Company shall have power to increase or reduce its capital subject to the sanction required by Law if any for the time being.

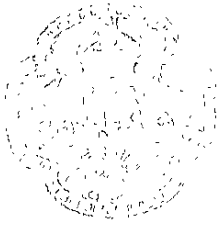
WE, the Several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses, and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<p><i>W. W. Kiddell.</i>  <i>3 Montague Place, Dundee</i></p>	<p><i>one</i></p>
<p><i>W. W. Kiddell</i>  <i>Robert. G. Kiddell</i></p>	
<p><i>12 Victoria Chambers Dundee</i></p>	
<p><i>Egg Merchant</i>  <i>Manager</i></p>	<p><i>one</i></p>

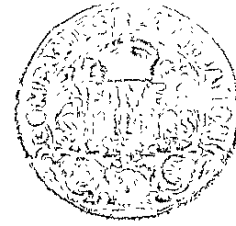
Dated this Twenty Fifth day of March, Nineteen hundred and fifty two.

Witness to the above signatures:—

Offices  
11 Beacon Street Boston  
Charles A. Bennett



The Companies Act, 1948.



COMPANY LIMITED BY SHARES.

## ARTICLES OF ASSOCIATION

OF

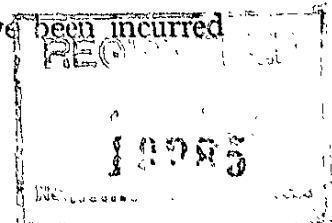
# Alexander Middleton & Company Limited.

1. The Company is established as a Private Company within the meaning of the Companies Act, 1948, and under the declaration that the Regulations of Table A, Part II, in the First Schedule of the Companies Act, 1948, are hereby adopted with the exception of Clauses 24, 29, 30, 31, 32, 53, 58, 75, 76, 77, 79, 84 (2), 87, 88 and 113 of Part I, of Table A, and subject to the provisions of the following Articles supplementary to and in modification of Table A, so far as hereby adopted.

2. In Clause 11 of Part I, of Table A, the words ("not being a fully paid share") and the words ("other than fully paid shares") shall be held to be deleted.

3. All shares proposed to be transferred shall first be offered to the Directors at a price to be agreed upon or failing agreement at a price fixed and certified by the Auditor of the Company with the addition of interest at the rate of five per centum per annum from the date of completion of the said sale less any interim dividend paid during that period; and each Director shall be entitled within thirty days after the receipt of such offer, either himself to purchase, or to nominate a person or persons willing to purchase such proportion of the shares offered for sale as his holding of shares of the same class bears to the total amount of such shares issued at the price aforesaid, whereupon the seller shall be bound immediately to sell and transfer said proportion to such Director or his nominee or nominees at the price aforesaid. If the Directors shall not at the expiry of the time mentioned themselves purchase or nominate a purchaser or purchasers for any proportion of the shares offered the seller shall be entitled to transfer such proportion to such person and at such price as he himself may elect.

4. The words "and all expenses that may have been incurred



7  
In the Company by reason of such non-payment shall be held to be added at the end of Clause 23 of Table A.

5. On the death of any member the legal personal representatives of such deceased member shall be the only persons recognised by the Company as having any title to the share or shares registered in his name, but they shall be bound to offer the shares of the deceased member to the Directors in the manner laid down in Article 5.

6. For a general meeting a quorum shall be two persons personally present and holding or representing by proxy in the aggregate at least one-tenth of the issued Ordinary Shares of the Company whose holders are entitled to be present and vote.

7. A poll shall be taken whenever directed by the Chairman or demanded by two or more members entitled to vote and together holding or representing by proxy not less than one-tenth of the Capital of the Company for the time being issued. In case of a poll every member present in person or by proxy and entitled to vote shall have one vote for every Share held. A proxy can vote on a show of hands.

8. Unless otherwise determined by a general meeting, the number of Directors shall not be more than three.

9. The first Directors of the Company shall be Alexander Middleton, Egg Merchant, residing at 40 Loraine Road, Dundee, Miss Mary Wright Middleton, Egg Merchant, residing at 3 Wortley Place, Dundee, and Robert George Middleton, Manager, residing at 12 Victoria Chambers, Dundee. The said Alexander Middleton shall be the first Managing Director and shall not retire by rotation so long as he holds one-tenth of the issued shares of the Company.

10. The Directors shall be paid, in addition to any remuneration to which they may be entitled, all reasonable travelling and other expenses incurred by them while employed on the business of the Company.

11. Each Director shall hold at least fifty fully paid Ordinary Shares of £1 each in the Company as a qualification of his or her appointment.

12. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting, and same will be divided among the Directors in such proportions as they themselves may agree to. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any Committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

13. The Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any

persons who are or have at any time been employed by the Company, and to the wives, widows, children and other relatives and dependents of any such persons, and may set up, establish, support and maintain a pension, superannuation or other benefit scheme (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them. Pensions, annuities, gratuities and superannuation or other allowances or benefits to Directors or their dependents shall be granted only by the Company in General Meeting, provided that a Director who is also employed by the Company in a secretarial or managerial capacity is entitled to receive any of the aforementioned funds, etc.

14. The office of a Director shall be vacated:—

- (a) If he becomes bankrupt or insolvent or compound with his creditors.
- (b) If he becomes of unsound mind or be found a lunatic.
- (c) If he cease to hold the necessary share qualification or does not obtain the same within one month from the date of his appointment.
- (d) If he absent himself from the meetings of Directors for a period of nine calendar months without special leave of absence from the other Directors.
- (e) If he give the Directors 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 any entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company. Any person may be appointed or re-appointed a Director of the Company notwithstanding that at the time of his appointment or re-appointment he shall have attained the age of seventy and no Director of the Company shall vacate his office by reason of his having attained the age of seventy or any other age.

15. The Directors shall provide for the safe custody of the Company's seal. Every instrument to which the seal shall be affixed shall be subscribed by one Director and also by the Secretary, or (in case of his absence) by some other person authorised to act in his place, or by two Directors or by other persons authorised by the Directors, and with or without witnesses.

16. Any Director may enter into contracts or business arrangements of any kind with the Company which may be a source of profit to such Director, and such contract or business arrangement shall be unchallengeable by the Company provided the Directors have notice of his interest therein, at or prior to the time of entering into such contract or business arrangement, and no Director shall vacate his office or be disqualified by reason of any such contract or business arrangement as aforesaid. A Director may vote in connection with such a contract.

17. Article 86 of Part I, of Table A, from the words "and every Director" to the end of the Article shall not apply to this Company.

18. The Directors, without prejudice to their general powers, may, in the name and on behalf of the Company, and from time to time at their discretion, borrow from themselves or from others any sum or sums of money for the purpose of the Company, without limit as to amount, and that upon such terms and in such manner as they may think fit.

19. Whenever any member of the Company, who is employed by the Company in any capacity, ceases to be employed by the Company the Directors may at any time after his having ceased to be so employed resolve that such person shall cease to be a member, and thereupon he shall be deemed to have offered the shares held by him to the Directors of the Company, as specified in Article 3 hereof. Notice of the passing of any such resolution shall be given to the member affected thereby.

---

Names, Addresses and Descriptions of Subscribers.

---

*John Middleton*  
 3 Wortley Place, Dundee.  
*Egg Merchant.*  
*Robert G. Middleton*  
 12 Victoria Chambers Dundee.  
*Egg Merchant.*  
*Manager*

---

Dated the *Twenty Fifth* day of March, Nineteen hundred and fifty two.

Witness to the above signatures:—

*W. H. H. H.*  
 11 Rannoch Street Dundee  
 Chartered Accountant.

No. of Certificate

Form No. 25

ALEXANDER MIDDLETON & COMPANY 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

Messrs. Reid, Johnston, Bell & Henderson,  
Solicitors,

37, Reform Street, LONDON.

# THE COMPANIES ACT, 1948.

## Special Resolution

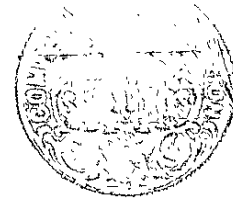
(Pursuant to Companies Act, 1948, s. 141 (2))

or

ALMA G. MONTGOMERY

COMPANY LIMITED.

Passed, 26th May, 19 60.



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 East Kingsway, Dundee, in the County of Angus on the Twenty Sixth day of May 19 60, 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. It should not be a separate paper fixed hereto.

"That Article 11 of the Company's Articles of Association be deleted and that the following be inserted as Article 11 in the place thereof -

"The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required."

Signature *Robert G. Chisholm* To be authenticated by the written Signature of an Officer of the Company.  
Officer *Secretary*

Number of Company: ..... 28841 | 55 .....

Form No. 20

THE COMPANIES ACTS 1948 TO 1980

[COPY]

special resolution(s)

of ..... ALEXANDER MIDDLETON & COMPANY ..... Limited

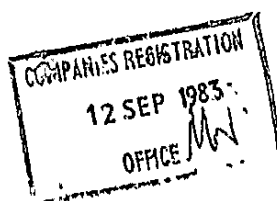
At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at ..... 11 Panmure Street. Dundee. ....

on the ..... Seventh ..... day of September ..... 1983..

the following SPECIAL RESOLUTION(S) was/were duly passed:—

That the objects of the Company be altered by the addition thereto of Clause 3 (28) —

To carry on the business of dealing in and hiring caravans, motor homes, trailers, tents and ancillary equipment, petrol and electrically driven cars, vans, trucks, operating and letting caravan sites and supplying and selling consumable and durable articles required for caravans, motor homes and the like.



.....  
Chairman.

NOTES:

(1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.

For insertion in the Memorandum and Articles of Association.

ALEXANDER MIDDLETON & COMPANY LIMITED.

The following additional Clause was adopted by the Company in Extraordinary General Meeting on Wednesday, 7th September, 1963.

3. (28) To carry on the business of dealing in and hiring caravans, motor homes, trailers, tents and ancillary equipment, petrol and electrically driven cars, vans, trucks, operating and letting caravan sites and supplying and selling consumable and durable articles required for caravans, motor homes and the like.

A. Middleton,  
Chairman.

THE COMPANIES ACTS 1948 to 1981

[COPY]

special resolution(s)

of ALEXANDER WIDDLETON & COMPANY

Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at DUNDEE

on the TWENTY day of AUGUST 19 85

the following SPECIAL RESOLUTION(S) was/were duly passed:—

That the Memorandum of Association of the Company be altered

1. By the adoption of the following new sub-clause (1)

(1) To carry on the business of dealing in and hiring caravans, motor homes, trailers, tents and ancillary equipment, petrol and electrically driven cars, vans, trucks, operating and letting caravan sites and supplying and selling consumable and durable articles required for caravans, motor homes and the like.

2. That the existing sub-clause 28 be cancelled and that the remaining sub-clauses of the Memorandum of Association of the company be re-numbered (2) to (28).

OSWALDS OF EDINBURGH LIMITED  
COMPANY REGISTRATION AGENTS  
24 CASTLE STREET  
EDINBURGH

*David Widdleton*

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose



Printed and supplied by:  
Oswalds of Edinburgh Limited Company Information and Information Services  
24 Castle Street, Edinburgh EH2 3HT Telephone: 031-225-7308 Telex 72428