



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company No. 6708772

The Registrar of Companies for England and Wales hereby certifies that

**10 & 12 CADOGAN SQUARE MANAGEMENT LIMITED**

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **26th September 2008**



**\*N067087720\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

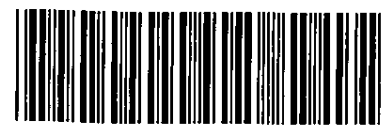
COMPANIES ACT 1985  
Company Limited by Guarantee  
**MEMORANDUM OF ASSOCIATION**  
of 10 & 12 Cadogan Square Management Limited



- 1 The name of the company is 10 & 12 Cadogan Square Management Limited ('the Company')
- 2 The registered office of the Company is to be situated in England and Wales
- 3 The objects for which the Company is established are
  - 3 1 to acquire by way of a collective enfranchisement and hold the freehold interest in the property known as 10-12 Cadogan Square SW1X 0HT ('the Property') and to administer, manage, repair, decorate, renew maintain and insure the Property or any part of it and to provide and/or arrange for the provision of services to the lessees of flats and/or other units forming part of the Property,
  - 3 2 to sell, let, license, take on, lease, hire, exchange or otherwise dispose of or acquire any real or personal property of any kind that is appropriate or convenient for the proper discharge or conduct of the business of the Company,
  - 3 3 to borrow or raise money in such manner and in such amounts and upon such terms as the Company may think fit and to give security for such sums in any form,
  - 3 4 to lend money to any person or company with or without security and to invest the money and assets of the company in any form of investment, and to place money at interest on any terms or to use any such assets in the purchase of any property whether or not income bearing,
  - 3 5 to effect insurance against any risk to which the Company, any property of the Company, any lessee of any flat forming part of the Property, or any person employed by the Company may be subject,
  - 3 6 to undertake and execute any trust or discretion, and to act as trustee, in relation to any sums paid to the Company
  - 3 7 generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them
- 4 The liability of the members is limited
- 5 No person (other than a subscribers to this memorandum) shall be a member of the Company unless that person is the lessee of a flat or other unit forming part of the Property which when granted is or was for a term of 21 years or more The terms of this clause 5 shall not be altered
- 6 Every member of the Company undertakes to contribute such amount as may be required not exceeding £ 1 to its assets, in the event of its being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company, contracted before he

document1

FRIDAY



LD1

\*LHI513GQ\*

26/09/2008

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COMPANIES HOUSE

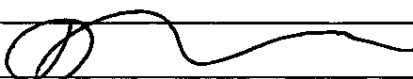
ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves

- 7 The Company shall not have power to pay or declare any dividend or bonus or make any distribution of any assets to the members except on a winding up provided that nothing in this clause shall prevent the payment of proper remuneration or fees to any person employed by or providing services to the Company nor the payment of interest on money lent by a member to the Company

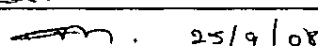
We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

#### Names and Addresses of Subscribers

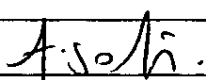
##### First subscriber

Name	David Francis Wilson
Address	15 Gloucester Crescent, London NW1 7DS
Signature	

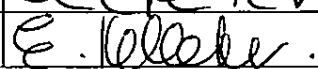
##### Witness to signature of first Subscriber

Name	CHARMEN MEXIE
Address	8 ARCHWAY CLOSE ARCHWAY ROAD LONDON N19 3TD
Occupation	RECEPTIONIST
Signature	 25/9/08

##### Second subscriber

Name	Ferah Sofi
Address	68 Ridgebrook Road, London, SE3 9QJ
Signature	

##### Witness to signatures of Second Subscriber:

Name	EMMA KELLICK
Address	86 Langbourne mansions Highgate NG 6PU
Occupation	SECRETARY
Signature	 25.9.08

DATE: 25.09.2008

## **COMPANIES ACT 1985**

### **Company limited by guarantee**

## **ARTICLES OF ASSOCIATION**

**of**

### **10 &12 Cadogan Square Management Limited**

#### **1. Definitions and interpretation**

##### **1 1 In these Articles**

1 1.1 'the Act' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,

1 1.2 'the articles' means the articles of the Company,

1 1.3 'clear days' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,

1 1.4 'Company' means 10 & 12 Cadogan Square Management Limited

1 1.5 'Council' means the council of management of the Company appointed under the articles and 'Council Member' means a member of the Council,

1 1.6 'executed' includes any mode of execution,

1.1 7 'Unit' means any part of the Property which is for the time being demised on a Unit Lease

1.1 8 'Unit Lease' means a lease of a flat or any part of a flat now or at any time in the future forming part of the Property which when granted is or was for a term of 21 years or longer

1.1 9 'Unit Owner' means the owner for the time being of one or more Unit Lease by which a flat in the Property is demised and includes a person who is entitled to be registered at the Land Registry as owner of such a Unit Lease,

1 1.10 'Office' means the registered office of the Company,

1 1.11 'Property' has the same meaning as in the memorandum of association,

1 1.12 'secretary' means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

1 1.13 'Transfer Date' means the date on which Company acquires the freehold interest in the whole of the Property subject to the Unit Leases so that the Company becomes the holder of the immediate reversion in the premises comprised in the Unit Leases,

1 1.14 'the United Kingdom' means Great Britain and Northern Ireland

1 2 Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification

thereof not in force when these articles become binding on the Company

## **2. Membership**

- 2 1 The number of members with which the Company proposes to be registered is Two
- 2 2 The subscribers to the memorandum of association shall be entered in the register of members Every Unit Owner who applies in writing to the Company may, on being approved by the Council in their absolute discretion, be entered in the register of members, and be a member of the Company
- 2 3 Other than the subscribers only a Unit Owner may be a member of the Company and from the Transfer Date only the Unit Owners may be members
- 2 4 A member of the Company will cease to be a member once he is no longer a Unit Owner and on the transfer or transmission of his Unit Lease or Leases the person to whom the same are transferred shall be entitled to become a member of the Company in place of that member and the Council shall have no discretion to refuse admission to the new owner
- 2 5 A Unit Owner may not cease to be a member of the Company except in accordance with article 2 4
- 2 6 Where two or more persons are the lessees under a Unit Lease they together constitute one member, and the person first named in the register of members may exercise all voting and other rights and powers vested in that member to the exclusion of the other lessees. All such lessees shall be subject jointly and severally to any liability imposed on that member under or pursuant to the articles.
- 2 7 Where a person is a Unit Owner in respect of more than one flat in the Property he shall be treated under the articles as a separate member in respect of each of such flat
- 2 8 The personal representative or trustee in bankruptcy of a member of the Company who has died or who is bankrupt and who is registered or entitled to be registered at the Land Registry as the owner of a Unit Lease may, upon such evidence being produced as the council members may properly require, elect by written notice to the Company to become a member of the Company in place of the deceased or bankrupt member Such a personal representative or trustee in bankruptcy shall have all the rights and be subject to all the liabilities to which he would be entitled and be subject if he were a member of the Company except that he shall not, before being registered as a member of the Company, be entitled to vote at any meeting of the Company

## **3. General meetings**

3 1 All general meetings other than annual general meetings shall be called extraordinary general meetings.

3 2 The Council Members may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition

#### **4. Notice of general meetings**

4 1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed

4 1 1 in the case of an annual general meeting, by all the members entitled to attend and vote thereat, and

4 1 2 in the case of any other meeting by a member or members having a right to attend and vote holding not less than 50 per cent of the total voting rights at the meeting of all the members.

4 2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

4 3 Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members and to the Council Members and auditors (if any)

4 4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

#### **5. Proceedings at general meetings**

5 1 No business shall be transacted at any meeting unless a quorum is present. Until the Transfer Date one person and thereafter two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum

5 2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council Members may determine

- 5 3 The chairman, if any, of the Council or in his absence some other Council Member nominated by the Council Members shall preside as chairman of the meeting, but if neither the chairman nor such other Council Member (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Council Members present shall elect one of their number to be chairman and, if there is only one Council Member present and willing to act, he shall be chairman
- 5 4 If no Council Member is willing to act as chairman, or if no Council Member is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman
- 5 5 A Council Member shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting
- 5 6 The chairman may, with the consent of a meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice
- 5 7 A declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution
- 5 8 In the case of an equality of votes, the chairman shall be entitled to a casting vote in addition to any other vote he may have
- 5 9 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members

## **6. Votes of members**

- 6 1 The vote of each member shall be equal to the proportion of the area of the Unit or Units then owned by that member to the total area of the Units in the Property and shall be determined by the Council at the time when a member is first admitted to the Company in respect of that Unit using its reasonable discretion

- 6 2 A member in respect of whom an order has been made by any court having jurisdiction whether in the United Kingdom or elsewhere in matters concerning mental disorder may vote by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Council of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 6 4 No member shall be entitled to cast a vote
- 6.4.1 when he is not qualified to be a member of the Company under article 2, or
- 6 4 2 when any sum demanded from him under regulation 18 has not been paid to the Company
- 6 5 No objection shall be raised to the qualification of any voter or the size of his vote except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive
- 6 6 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council Members may approve) 'Ltd I/We [ ] of [ ] being a member/members of the above-named company, hereby appoint, of, or failing him, of, as my/our proxy to vote in my/our name[s]and on my/our behalf at the annual/extraordinary general meeting of the company to be held on [ ], and at any adjournment thereof. Signed on [ ]'
- 6 7 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve) 'Ltd I/We [ ] of [ ] being a member/members of the above-named company, hereby appoint [ ] of, or failing him [ ] of, as my/our proxy to vote in my/our name[s]and on my/our behalf at the annual/extraordinary general meeting of the company to be held on[ ], and at any adjournment thereof. Signed on [ ]'

This form is to be used in respect of the resolutions mentioned below as follows  
Resolution No 1 \*for \*against  
Resolution No 2 \*for \*against



\* Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Signed this      day of      '      '

The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote

- 6 8      A vote by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given

#### **7.      Number of Council Members**

Unless otherwise determined by ordinary resolution, the number of council members shall be not less than 1

#### **8.      Alternate Council Members**

- 8 1      Any Council Member other than an alternate Council Member may appoint any other Council Member, or any other person willing to act, to be an alternate Council Member and may remove from office an alternate Council Member so appointed by him
- 8 2      An alternate Council Member shall be entitled to receive notice of all meetings of the Council and of all meetings of committees of Council of which his appointor is a member, to attend and to vote at any such meeting at which the Council Member appointing him is not present, and generally to perform all the functions of his appointor as a Council Member in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate Council Member
- 8 3      An alternate Council Member shall cease to be an alternate Council Member if his appointor ceases to be a Council Member and is not reappointed
- 8 4      Any appointment or removal of an alternate Council Member shall be by notice to the Company signed by the Council Member making or revoking the appointment or in any other manner approved by the Council

8 5 Save as otherwise provided in the articles, an alternate Council Member shall be deemed for all purposes to be a Council Member and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Council Member appointing him

## **9. Powers of Council Members**

9 1 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the Council who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by these articles shall not be limited by any special power given to the Council by the articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council

9 2 The Council may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers

## **10. Delegation of the Council's powers**

The Council may delegate any of their powers to any committee consisting of one or more Council Members They may also delegate to any managing Council Member or any Council Member holding any other executive office such of their powers as they consider desirable to be exercised by him Any such delegation may be made subject to any conditions the Council Members may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of the Council so far as they are capable of applying

## **11. Appointment of Council Members**

Every member of the company shall have the right to be a Council Member if a natural person or in the case of a corporate member to appoint a representative as Council Member

## **12. Disqualification and removal of Council Members**

The office of a Council Member shall be vacated if

12 1 he ceases to be a Council Member by virtue of any provision of the Act or he becomes prohibited by law from being a Council Member, or

- 12 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- 12 3 he is, or may be, suffering from mental disorder and either
  - 12 3 1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health [Scotland] Act 1960, or an order is made by a court having jurisdiction whether in the United Kingdom or elsewhere in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
- 12 4 he resigns his office by notice to the Company, or
- 12 5 he or the company he represents ceases to be a member of the Company or appoints another representative to the Council

### **13. Remuneration of Council Members and expenses**

Except as agreed by an ordinary resolution no council member be entitled to any remuneration from the Company, but may be reimbursed the amount of necessary expenses incurred in the exercise of his office if approved by the Company in general meeting

### **14. Council Members' appointments and interests**

- 14 1 Subject to the provisions of the Act, and provided that he has disclosed to the Council the nature and extent of any material interest of his, a Council Member notwithstanding his office
  - 14 1 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,
  - 14 1 2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and
  - 14 1 3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit
- 14 2 For the purposes of article 14 1

- 14 2 1 a general notice given to the Council that a Council Member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Council Member has an interest in any such transaction of the nature and extent so specified, and
- 14 2 2 an interest of which a Council Member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

## 15 Proceedings of Council Members

- 15 1 Subject to the provisions of the articles, the Council may regulate its proceedings as they think fit. A Council Member may, and the secretary at the request of a Council Member shall, call a meeting of the Council and a meeting may take place by telephone or any other means of oral communication.
- 15 2 Questions arising at a meeting on which there is disagreement between the Council Members shall be decided by a majority of votes with each member of the Council to have a vote equal to the vote which that Council Member or the Company he represents would have at a meeting of the members of the company. In the case of an equality of votes, the chairman shall have a second or casting vote. A Council Member who is also an alternate Council Member shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
- 15 3 The quorum for the transaction of the business of the Council may be fixed by the Council Members and unless so fixed at any other number shall be two. A person who holds office only as an alternate Council Member shall, if his appointor is not present, be counted in the quorum.
- 15 4 The continuing Council Members or a sole continuing Council Member may act notwithstanding any vacancies in their number, but, if the number of Council Members is less than the number fixed as the quorum, the continuing Council Members or Council Member may act only for the purpose of filling vacancies or of calling a general meeting.
- 15 5 The Council may appoint one of their number or the alternate for any one of them to be the chairman of the board of the Council and may at any time remove him from that office. Unless he is unwilling to do so, the Council Member or alternate member so appointed shall preside at every meeting of the Council at which he is present. But if there is no person holding that office, or if the person holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Council Members present may appoint one of their number to be chairman of the meeting.
- 15 6 All acts done by a meeting of the Council, by written resolution of the Council Members or of a committee of the Council, or by a person acting as a Council Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council Member or that any of them were disqualified from holding

office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council Member and had been entitled to vote

15 7 A resolution in writing signed by all the Council Members entitled to receive notice of a meeting of the Council or of a committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or as the case may be a committee of the Council duly convened and held and may consist of several documents in the like form each signed by one or more Council Members, but a resolution signed by an alternate Council Member need not also be signed by his appointor and, if it is signed by a Council Member who has appointed an alternate Council Member, it need not be signed by the alternate Council Member in that capacity

15 8 A Council Member shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote

15 9 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a Council Member from voting at a meeting of the Council or of a committee of the Council

15 10 Where proposals are under consideration concerning the appointment of two or more Council Members to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Council Member separately and provided he is not for another reason precluded from voting each of the Council Members concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment

15 11 If a question arises at a meeting of the Council or of a committee of the Council as to the right of a Council Member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Council Member other than himself shall be final and conclusive

## **16. Secretary**

Subject to the provisions of the Act, the secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

## **17. Minutes**

The Council shall cause minutes to be made in books kept for the purpose

17 1 of all appointments of officers made by the Council; and

17.2 of all proceedings at meetings of the Company, and of the Council, and of committees of the Council, including the names of the Council Members present at each such meeting

**18. Service charge deficit**

If the Company is not fully reimbursed by payments received under the Unit Leases for the cost of performing its obligations and exercising its rights and powers under the Unit Leases the Company may require such payments to be made to it by members as are necessary to make good any deficit. The sums demanded from each member shall be in the same proportion as each is obliged to pay towards the costs of repairing the Property under the lease of the Unit held by that Member. Supplementary demands may be made if any member fails to meet the payment demanded. On the subsequent recovery by the Company of any sum in excess of the costs incurred by it the surplus shall be applied first in paying or crediting pro rata any member who under this provision has paid pro rata more than any other member until such inequality is eliminated. Regulation 2.7 shall apply to this regulation.

**19. Accounts**

No member shall as such have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Council Members or by ordinary resolution of the Company.

**20. Notices**

- 20.1 Any notice to be given to or by any person pursuant to the articles shall be in writing.
- 20.2 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at the flat in the Property of which he is the Flat Owner or by leaving it at that address.
- 20.3 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 20.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

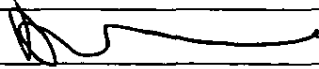
**21. Indemnity**

Subject to the provisions of the Act but without prejudice to any indemnity to which a Council Member may otherwise be entitled, every Council Member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

Signed as agreed by the subscribers to these Articles of Association

Names and Addresses of Subscribers:

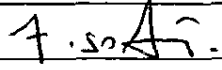
First subscriber

Name	David Francis Wilson
Address	15 Gloucester Crescent London NW1 7DS
Signature	

Witness to signature of First Subscriber:

Name	CHARMEN MENZIE
Address	8 ARCHWAY CLOSE ARCHWAY ROAD, LONDON N19 3TD
Occupation	RECEPTIONIST
Signature	cm 25/09/08

Second subscriber

Name	Ferah Sofi
Address	68 Ridgebrook Road, London SE3 9QJ
Signature	

Witness to signature of Second Subscriber:

Name	Emma Kalkher
Address	86 Langbourne Mansions, Langbourne Avenue N6 6PU
Occupation	Secretary
Signature	E. Kalkher. 25.9.08.

DATE: 25.09.2008.



Companies House

— for the record —

10

Please complete in typescript, or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

[Empty box]

Company Name in full

10 & 12 CADOGAN SQUARE MANAGEMENT LIMITED

Proposed Registered Office

13 - 14 DEAN STREET

(PO Box numbers only, are not acceptable)

[Empty box]

Post town

LONDON

County / Region

[Empty box]

Postcode

W1D 3RF

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address

Agent's Name

WILSON BARCA LLP

Address

13 - 14 DEAN STREET

[Empty box]

Post town

LONDON

County / Region

[Empty box]

Postcode

W1D 3RF

Number of continuation sheets attached

[Empty box]

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

WILSON BARCA LLP

(DAVID WILSON)

Tel 020 7272 2072

DX number 44710

DX exchange SOHO SQUARE

Companies House receipt date barcode  
This form has been provided free of charge by Companies House

When you have completed and signed the form please send it to the Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland

DX 235 Edinburgh or LP - 4 Edinburgh 2



**Company Secretary** (see notes 1-5)

Company name **10 & 12 CADOGAN SQUARE MANAGEMENT LIMITED**

**NAME** \*Style / Title **MISS** \*Honours etc

\* Voluntary details

Forename(s) **FERAH**

Surname **SOFI**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

**Address** †† **68 RIDGEBROOK RAOD**

Post town **LONDON**

County / Region Postcode **SE3 9QJ**

Country

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

**Consent signature**  **Date** **25/09/2008**

**Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title **MR** \*Honours etc

Forename(s) **DAVID FRANCIS**

Surname **WILSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

**Address** †† **15 GLOUCESTER CRESCENT**

Post town **LONDON**

County / Region Postcode **NW1 7DS**

Country

**Date of birth** Day Month Year **1 9 0 4 1 9 5 0** **Nationality** **BRITISH**

**Business occupation** **Partner**

**Other directorships**

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

**Consent signature**  **Date** **25.09.2008**

**Directors** (see notes 1-5)

Please list directors in alphabetical order

	<b>NAME</b>	<b>*Style / Title</b>	<input type="text"/>	<b>*Honours etc</b>	<input type="text"/>
<b>* Voluntary details</b>		<b>Forename(s)</b>	<input type="text"/>		
		<b>Surname</b>	<input type="text"/>		
		<b>Previous forename(s)</b>	<input type="text"/>		
		<b>Previous surname(s)</b>	<input type="text"/>		
<b>†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address</b>	<b>Address ††</b>		<input type="text"/>		
	<input type="checkbox"/>		<input type="text"/>		
		<b>Post town</b>	<input type="text"/>		
		<b>County / Region</b>	<input type="text"/>	<b>Postcode</b>	<input type="text"/>
		<b>Country</b>	<input type="text"/>		
	<b>Date of birth</b>	<b>Day</b>	<b>Month</b>	<b>Year</b>	<b>Nationality</b>
		<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
	<b>Business occupation</b>	<input type="text"/>			
	<b>Other directorships</b>	<input type="text"/>			
		<input type="text"/>			
		<input type="text"/>			
		I consent to act as director of the company named on page 1			
	<b>Consent signature</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>	

<b>This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).</b>	<b>Signed</b>	<input type="text" value="A. S. Ni."/>	<b>Date</b>	<input type="text" value="25.09.2008"/>
	<b>Signed</b>	<input type="text" value="Handwritten signature"/>	<b>Date</b>	<input type="text" value="25.09.2008"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>

## Notes

1 Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s)

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line

Give previous forename(s) or surname(s) except that

- for a married woman, the name by which she was known before marriage need not be given,

- names not used since the age of 18 or for at least 20 years need not be given

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it

### Address

Give the usual residential address

In the case of a corporation or Scottish firm give the registered or principal office

### Subscribers

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s)

2 Directors known by another description

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council

3 Directors details

- Show for each individual director the director's date of birth, business occupation and nationality  
**The date of birth must be given for every individual director.**

4 Other directorships

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was**

- dormant,

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director

5 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors



Companies House

— for the record —

12

Declaration on application for registration

Please complete in typescript, or in bold black capitals

CHWP000

[Empty box]

Company Name in full

10 & 12 CADOGAN SQUARE MANAGEMENT LIMITED

I, DAVID FRANCIS WILSON

of WILSON BARCA LLP

† Please 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 section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835

Declarant's signature

[Handwritten signature]

Declared at Punatar & Co Solicitors, London

Day Month Year

On 25 09 2008

• Please print name

before me • Lisa Cutting

Signed

[Handwritten signature]

Date

25/09/08

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

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WILSON BARCA LLP
13 -14 DEAN STREET, LONDON, W1D 3RS
Tel 0207 272 20 72
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Form revised 10/03

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