



**FILE COPY**

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

Company No. 6668786

The Registrar of Companies for England and Wales hereby certifies that

**10 CHURCH ROAD (PENARTH) MANAGEMENT  
COMPANY 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 **8th August 2008**



**\*N06668786Y\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

The Companies Acts 1985

COMPANY LIMITED BY SHARES

SATURDAY



A32

\*A13B01XN\*

02/08/2008

74

COMPANIES HOUSE

## MEMORANDUM OF ASSOCIATION

of 10 Church Road (Penarth) Management Company Limited

- 1 The Company's name is 10 Church Road (Penarth) Management Company Limited
- 2 The Company's Registered Office is to be situated in England and Wales
- 3 The Company's objects are -
  - (A) To acquire the Freehold of land located at 10 Church Road, Penarth, Vale of Glamorgan together with the building divided into three flats erected thereon
  - (B) To act as an association of and for the owners of the said flats and to manage and administer the said property and in particular, to provide such services for the residents thereof and to carry out such reconstruction, renewal, repairs, maintenance or renovation thereto as the Directors may consider necessary or desirable and to provide or procure the provision of such services as may be required or expedient
  - (C) To repair, service, maintain and generally procure the repair, service and maintenance of roofs, windows, drains, sewers, access drives, paths, forecourts, garages, gardens, grounds and other communal facilities for the benefit of the residents thereof
  - (D) to purchase or sell, to take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant hold or dispose of for any estate or interest any real or personal property, and such other rights and interests in property as the Company shall think fit
  - (E) To carry on any other trade or business whatever which, in the opinion of the Directors, can be advantageously carried on in connection with or ancillary to the business of the Company or is

£20 paid NIM

3/3

calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company

- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the business of the Company and to mortgage or charge the undertaking and all or any of the real and personal property and assets, present or future, of the Company upon such terms as the Directors may determine
  - (G) To invest and deal with the monies of the Company not immediately required and hold and deal with any investment so made in such manner as the Directors may determine
  - (H) To lend or advance money and to give credit and to enter into guarantees or indemnities of any kind, whether secured or unsecured, and whether in respect of its own obligations or those of some other person or Company in such circumstances and upon such terms as the Directors may think fit
  - (I) To remunerate any person, firm or Company for services rendered, or to be rendered, to, or in connection with the conduct of the business of, the Company
  - (J) To accept, draw, make, execute, discount or endorse bills of exchange, promissory notes, or other negotiable instruments
  - (K) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company
  - (L) To do all such things as are incidental or conducive to the attainment of the above objects or any of them
4. The income and property wheresoever and whensoever derived of the Company, shall be applied solely towards the promotion of the objects of the Company, as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, howsoever by way of profits to members of the Company Provided that nothing herein shall prevent the payment in good faith of remuneration to any Officer or servant of the Company, or to any member of the Company in return for any services actually rendered to the Company
- 5 The liability of the members is limited
- 6 The share capital of the Company is £3 divided into 3 Shares of £1 each

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum of Association, and agree to take the number of Shares in the capital of the Company shown opposite my name

NAME AND ADDRESS  
OF SUBSCRIBER

NUMBER OF SHARES  
TAKEN BY SUBSCRIBER

Matthew Paton of  
C/sor Francesca Veronica  
Bassa No 14  
La Bonanova  
Palma de Mallorca

X 

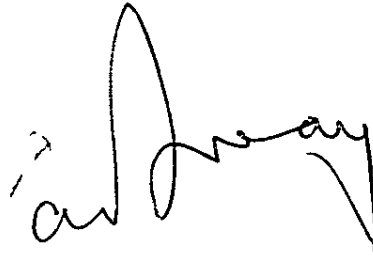
ONE

David Noble of  
10c Church Road  
Penarth  
Vale of Glamorgan

~~~~

ONE

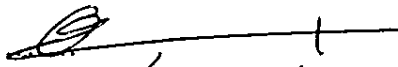
Oliver Nugent Breay of  
Ground Floor Flat  
10 Church Road  
Penarth  
Vale of Glamorgan




ONE

Dated this 13<sup>th</sup> day of April 2008


WITNESS to the first signature above - X

X Signature   
Name OTTO LINZEL  
Address LLEBELS 7, OFIDO SAUTAPOLSA  
MALLORCA SPAIN

WITNESS to the second signature above -

Signature   
Name GUINEOA JONES  
Address 'GREENHAYES', VICTORIA PARK ROAD, BARRY CF63 2JS

WITNESS to the third signature above -

Signature   
Name BARBARA H. LAMBERT BROWNE  
Address 10a Church Rd., Penarth, CF64 1AE.

The Companies Acts 1985

## Company limited by Shares

# ARTICLES OF ASSOCIATION

of 10 Church Road (Penarth) Management Company Limited

### PRELIMINARY

1 In these Articles -

"Flat" means a flat forming part of the said property referred to in Clause 3 (A) of the Memorandum of Association of the Company

"Lease" means a Lease of a Flat

"Owner" in relation to a Flat means the Lessee of that Flat holding under a Lease or a successor in title to such lessee

"The Act" means the Companies Act 1985

"Table A" means (Tables A to F) of the Companies Regulations 1985

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- (a) Subject as hereinafter provided or except where inconsistent with the provisions hereinafter contained, the regulations contained in Table A shall apply to the Company
- (b) Regulations 24, 40, 64, 73, 74, 75, 78, 79, 80, 81, 102 to 108 inclusive, and 110 of Table A shall not apply to the Company

## ALLOTMENT TRANSFER AND TRANSMISSION OF SHARES

- 3 The Company is a private Company and accordingly, any invitation to the public to subscribe for any Shares or debentures of the Company is prohibited and the Company shall not have power to issue Share Warrants to bearer
- 4 Subject as hereinafter provided and to any directions contained in any resolution or resolutions of the Company creating the same, the unissued Shares of the Company shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the Shares. The provisions of Section 89 (1) and Section 90 (1) to (6) of the Act shall not apply to the Company. The maximum number of Shares which may be allotted pursuant to this Authority shall be the entire unissued authorised Share capital of the Company and this authority will expire five years after the date of incorporation of the Company, provided that it may be extended for further periods of up to five years by ordinary resolution of the Company
- 5 Except as to Shares allotted and issued to the subscribers, a Share in the Company shall only be allotted to an owner. Where a Share has been allotted to an owner, such Share shall be deemed to be allocated to such owner's flat
- 6
  - (a) Each owner will retain any Shares allotted to him whilst he remains an owner and on ceasing to be an owner will transfer such Shares to the new owner and save and except for the transfer by subscribers of Shares in the Company, a Share in the Company shall be transferred only upon or after a change in the ownership of the flat to which the Share has been allocated
  - (b) The prices to be paid upon the transfer of a Share shall in default of agreement between the Transferor and the Transferee be its normal value
  - (c) If upon the change of ownership of a flat the holder of the Share allocated to that flat refuses after being requested in writing so to do by the Secretary of the Company, or neglects for a period of one month after the date of such change of ownership to transfer such Share in accordance with these Articles to the owner for the time being of that flat, the Directors may by resolution appoint some person to transfer such Share to the owner for the time being of such flat and a transfer by such persons shall be effective and the Transferees shall be registered as the holder or holders of such Share, and as against the former registered holder and all persons claiming through him, shall be absolutely entitled to the same. The Company may

receive the purchase money on the Transferor's behalf and give good receipt therefore

- 7 The Directors may in their absolute discretion and without assigning any reason therefore, decline to register any transfer of a Share (whether or not it is a fully paid Share), but the Directors shall not refuse to register any transfer of a Share pursuant to Article 6

#### LIEN

- 8 (a) In Regulation 8 of Table A the words "(not being a fully paid Share)" shall be deemed to be deleted

#### PROCEEDINGS AT GENERAL MEETINGS

- 9 (a) No Business shall be transacted at any general meeting, unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, three members present in person shall be a quorum. Subject to the provisions of the Act a resolution in writing signed by all of the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held
- (b) In Regulation 59 of Table A, the second sentence shall be omitted

#### DIRECTORS

- 10 (a) Until otherwise determined by the Company in general meeting, the number of Directors shall not be less than two or more than three. The first Directors will be the person or persons named in the Statement delivered to the Registrar of Companies, in accordance with Section 10 of the Act
- (b) Subject to the provisions of sub-clause (a) of this Article, the Directors shall have power at any time, and from time to time appoint any owner who is willing to be a Director either to fill a vacancy or as an additional Director

- 11 The qualification of a Director (other than the first Directors who shall not be required to hold a qualifying share), shall be the holding of one Share in the Company, provided that if any Director having so qualified shall cease to hold one Share in the Company his appointment as a Director shall automatically determine and his office of Director shall be immediately vacated
- 12 A person may be appointed a Director, notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age

#### DIRECTOR'S INTERESTS

- 13 A Director may vote in respect of any Contract or arrangement in which he, or any person with
- 14 A Director shall have power to nominate in writing any person to act as his alternate Director at any meeting at which he is not present personally, and also power at his discretion by notice in writing to such alternate Director and to the Company respectively to remove any such alternate Director Any alternate Director shall be subject in all respects to the terms and conditions existing with regard to the Directors of the Company, but shall not be entitled to any remuneration unless the Company in general meeting shall so authorise Any instrument appointing an alternate Director shall be delivered to and retained by the Company

#### INDEMNITY

- 15 Subject to the provisions of Section 310 of the Act, and in addition to such indemnity as is contained in Regulations 118 of Table A, every Director, Secretary or other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him, in or about the execution and discharge of the duties of his office

#### SECRETARY

- 16 The first Secretary or Secretaries of the Company shall be the person or persons named as such in the statement delivered under Section 10 of the Act

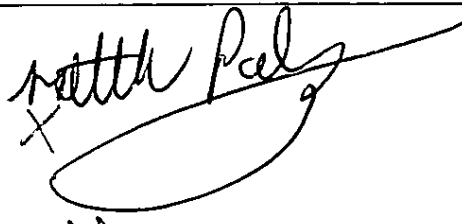


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NAME AND ADDRESS OF SUSCRIBERS

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Matthew Paton of  
C/sor Francesca Veronica  
Bassa No 14  
La Bonanova  
Palma de Mallorca

X 

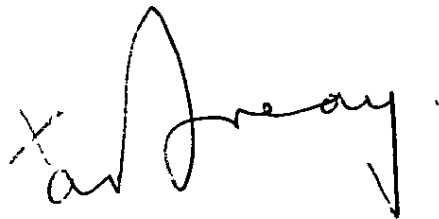
ONE

David Noble of  
10c Church Road  
Penarth  
Vale of Glamorgan

X 

ONE

Oliver Nugent Breay of  
Ground Floor Flat  
10 Church Road  
Penarth  
Vale of Glamorgan

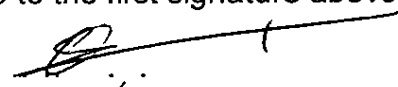
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ONE


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Dated this 13<sup>th</sup> day of April 2008

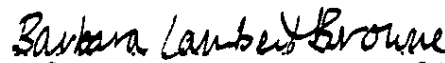
WITNESS to the first signature above -

X Signature  X  
Name OTTO LINZEL  
Address LLEBEIS 7, OTIDO SANTAPONSA  
MALLORCA SPAIN

WITNESS to the second signature above -

Signature   
Name GWENODA JONES  
Address 'GREENHAYES' VICTORIA PARK ROAD, BARRY CF63 2JS

WITNESS to the third signature above -

X Signature  X  
Name ~~LEA~~ BARBARA H. LAMBERT BROWNE  
Address 10A Church Rd., Penarth, CF64 1AE.

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PEAPOD SOLUTIONS LTD.

12

Declaration on application for registration

Please complete in typescript, or in bold black capitals.

CHFP004

Company Name in full

[Empty box]

10 Church Road (Penarth) Management Company Limited

I, Richard Roberts

of 19 St Andrews Crescent, Cardiff CF10 3DB

† Please delete as appropriate

*[Handwritten signature]*

do solemnly and sincerely declare that I am a<sup>†</sup> [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

19, ST ANDREWS CRESCENT, CARDIFF

Day Month Year

On

01 | 08 | 20 | 08

\* Please print name

before me \*

JEFFREY LEWIS FREED

Signed

*[Handwritten signature]*

Date

01/08/2008

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

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

|                                   |                       |
|-----------------------------------|-----------------------|
| DJ Murphy Solicitors              |                       |
| 19 St Andrews Crescent<br>Cardiff |                       |
| CF10 3DB                          | Tel 02920 221300      |
| DX number 33067                   | DX exchange Cardiff 1 |

Companies House receipt date barcode

Form revised 10/03

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

PEAPOD SOLUTIONS LTD.

10

Please complete in typescript,  
or in bold black capitals.

CHFP004

Notes on completion appear on final page

**First directors and secretary and intended situation of registered office**

**Company Name in full**

10 Church Road (Penarth) Management Company Limited

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

10c Church Road

Post town

Penarth

County / Region

Vale of Glamorgan

Postcode

CF64 1AE

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

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

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.

DJ Murphy Solicitors

19 St Andrews Crescent

Cardiff

CF10 3DB

Tel 02920 221300

DX number 33067

DX exchange CARDIFF

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**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

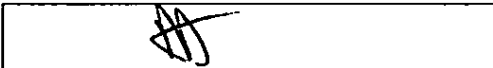
v 08/02

Peapod Solutions Ltd

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

\* Voluntary details


†† 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

|                                                              |                                                                                    |              |              |
|--------------------------------------------------------------|------------------------------------------------------------------------------------|--------------|--------------|
| Company name                                                 | 10 Church Road (Penarth) Management Company Limited                                |              |              |
| <b>NAME</b> *Style / Title                                   | Mr                                                                                 | *Honours etc |              |
| Forename(s)                                                  | David                                                                              |              |              |
| Surname                                                      | Noble                                                                              |              |              |
| Previous forename(s)                                         |                                                                                    |              |              |
| Previous surname(s)                                          |                                                                                    |              |              |
| <b>Address</b> ††                                            | 10c Church Road                                                                    |              |              |
|                                                              |                                                                                    |              |              |
| Post town                                                    | Penarth                                                                            |              |              |
| County / Region                                              | Vale of Glamorgan                                                                  | Postcode     | CF64 1AE     |
| Country                                                      | United Kingdom                                                                     |              |              |
| I consent to act as secretary of the company named on page 1 |                                                                                    |              |              |
| <b>Consent signature</b>                                     |  |              | Date 23/3/28 |

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

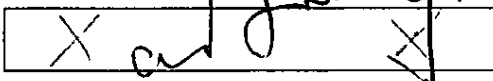
Please list directors in alphabetical order

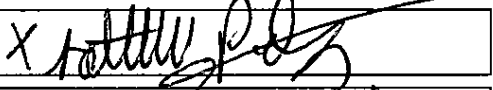
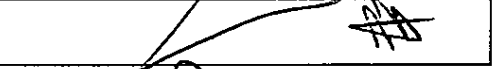
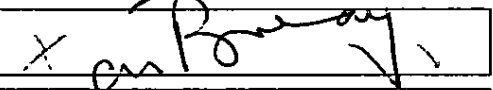
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

|                                                             |                                                                                      |              |               |
|-------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------|---------------|
| <b>NAME</b> *Style / Title                                  | Mr                                                                                   | *Honours etc |               |
| Forename(s)                                                 | Matthew Alexander                                                                    |              |               |
| Surname                                                     | Paton                                                                                |              |               |
| Previous forename(s)                                        |                                                                                      |              |               |
| Previous surname(s)                                         |                                                                                      |              |               |
| <b>Address</b> ††                                           | C/sor Francesca Veronica Bassa No 14                                                 |              |               |
|                                                             | La Bonanova                                                                          |              |               |
| Post town                                                   | Palma de Mallorca                                                                    |              |               |
| County / Region                                             | Vale of Glamorgan                                                                    | Postcode     | 07015         |
| Country                                                     | Majorca                                                                              |              |               |
| <b>Date of birth</b>                                        | Day                                                                                  | Month        | Year          |
|                                                             | 1   0                                                                                | 0   4        | 1   9   5   8 |
| <b>Nationality</b>                                          | British                                                                              |              |               |
| <b>Business occupation</b>                                  | Carpenter                                                                            |              |               |
| <b>Other directorships</b>                                  |                                                                                      |              |               |
| I consent to act as director of the company named on page 1 |                                                                                      |              |               |
| <b>Consent signature</b>                                    |  |              | Date 12 04 08 |

# Directors (see notes 1-5)

Please list directors in alphabetical order

|                                                                                                                                                                                                                                                                                                               |                          |                                                             |                                                                                      |              |          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------|----------|
| * Voluntary details                                                                                                                                                                                                                                                                                           | <b>NAME</b>              | *Style / Title                                              | Mr                                                                                   | *Honours etc |          |
|                                                                                                                                                                                                                                                                                                               |                          | Forename(s)                                                 | Oliver Nugent                                                                        |              |          |
|                                                                                                                                                                                                                                                                                                               |                          | Surname                                                     | Breay                                                                                |              |          |
|                                                                                                                                                                                                                                                                                                               |                          | 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 | <input type="checkbox"/> | <b>Address ††</b>                                           | Ground Floor Flat, 10 Church Road                                                    |              |          |
|                                                                                                                                                                                                                                                                                                               |                          |                                                             |                                                                                      |              |          |
|                                                                                                                                                                                                                                                                                                               |                          | Post town                                                   | Penarth                                                                              |              |          |
|                                                                                                                                                                                                                                                                                                               |                          | County / Region                                             | Vale of Glamorgan                                                                    | Postcode     | CF64 1AE |
|                                                                                                                                                                                                                                                                                                               |                          | Country                                                     | United Kingdom                                                                       |              |          |
|                                                                                                                                                                                                                                                                                                               |                          | Date of birth                                               | Day                                                                                  | Month        | Year     |
|                                                                                                                                                                                                                                                                                                               |                          |                                                             | 3                                                                                    | 0            | 0        |
|                                                                                                                                                                                                                                                                                                               |                          |                                                             | 8                                                                                    | 1            | 9        |
|                                                                                                                                                                                                                                                                                                               |                          |                                                             | 4                                                                                    | 0            | 0        |
|                                                                                                                                                                                                                                                                                                               |                          | Nationality                                                 | BRITISH                                                                              |              |          |
|                                                                                                                                                                                                                                                                                                               |                          | Business occupation                                         | COMPANY DIRECTOR                                                                     |              |          |
|                                                                                                                                                                                                                                                                                                               |                          | Other directorships                                         | ITALIAN DREAMS LTD                                                                   |              |          |
|                                                                                                                                                                                                                                                                                                               |                          |                                                             |                                                                                      |              |          |
|                                                                                                                                                                                                                                                                                                               |                          | I consent to act as director of the company named on page 1 |                                                                                      |              |          |
|                                                                                                                                                                                                                                                                                                               |                          | Consent signature                                           |  |              | Date     |
|                                                                                                                                                                                                                                                                                                               |                          |                                                             |                                                                                      |              | 14.02.08 |

|                                                                                                                                                                     |        |                                                                                      |      |          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|--------------------------------------------------------------------------------------|------|----------|
| 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). | Signed |  | Date | 08-01-08 |
|                                                                                                                                                                     | Signed |  | Date | 27-3-08  |
|                                                                                                                                                                     | Signed |  | Date | 14-02-08 |
|                                                                                                                                                                     | Signed |                                                                                      | Date |          |
|                                                                                                                                                                     | Signed |                                                                                      | Date |          |
|                                                                                                                                                                     | Signed |                                                                                      | Date |          |
|                                                                                                                                                                     | Signed |                                                                                      | Date |          |