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COMPANIES FORM No. 12

12

Statutory Declaration of compliance with requirements on application for registration of a company

Please do not write in this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies (Address overleaf)

For official use

For official use

[ ] [ ] [ ] [ ]

2557 288-

Name of company

\* HEPPLEWHITE KITCHENS LIMITED

\* insert full name of Company

I, MARTLEY OWEN BRIGG

of 41 Park Square

Leeds

LS1 2NS

† delete as appropriate

do solemnly and sincerely declare that I am a Director of Simco Director A Limited which is a Director 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(2)† and that all the requirements of the above Act in respect of the registration of the above company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at Leeds West Yorkshire

Declarant to sign below

the 1st day of November

One thousand nine hundred and Ninety

before me (T Shepherd)

[Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Presenter's name address and reference (if any):

Simpson Curtis 41 Park Square Leeds LS1 2NS

Ref HOB HJT

For official Use New Companies Section Post-stamp: COMPANIES HOUSE 02 NOV 1990 LEEDS



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) Simco Director A Limited		Business occupation	
		Corporate Director	
Previous name(s) (note 3) None		Nationality	
Address (note 4) 41 Park Square		Registered in England and Wales	
Leeds		Date of birth (where applicable)	
	Postcode	(note 6)	
	LS1 2NS		
Other directorships †			
I consent to act as director of the company named on page 1			
Signature by <i>[Signature]</i> Director		Date 01 NOV 1990	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet

Name (note 3) Simco Director B Limited		Business occupation	
		Corporate Director	
Previous name(s) (note 3) None		Nationality	
Address (note 4) 41 Park Square		Registered in England and Wales	
Leeds		Date of birth (where applicable)	
	Postcode	(note 6)	
	LS1 2NS		
Other directorships †			
I consent to act as director of the company named on page 1			
Signature by <i>[Signature]</i> Director		Date 01 NOV 1990	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		Simco Company Services Limited		
Previous name(s) (note 3)				None
Address (notes 4 & 7)		41 Park Square		
		Leeds		
		Postcode	LS1 2NS	
I consent to act as secretary of the company named on page 1				
Simco Company Services Limited				
Signature	by	<i>Not Figo</i> Director	Date 01 NOV 1990	

Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date	

Signature of agent on behalf of subscribers	Date
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delete if the form is signed by the subscribers

Signed	Simco Director A Limited	Date	01 NOV 1990
	by <i>Not Figo</i> Director		
Signed	Simco Director B Limited	Date	01 NOV 1990
	by <i>Not Figo</i> Director		
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

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

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

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COMPANIES ACT 1985 to 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of



HEPPLEWHITE KITCHENS LIMITED

1. THE name of the Company is "HEPPLEWHITE KITCHENS LIMITED".

2. THE Registered Office of the Company will be situate in England.

3. THE objects for which the Company is established are:-

- (1) To act as general merchants and traders, manufacturers agents and representatives, advertising and financial agents administrators, hire purchase and general financiers, capitalists, brokers, agents, commission agents, importers, exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors, and shippers, marketing and business consultants, general dealers, discount traders, printers, publishers, and stationers.
- (2) To carry on all or any of the trades or businesses of engineers, founders, smiths, metal workers, machinists, electrical and mechanical engineers, builders, contractors, wholesale warehousemen, removers, storers, packers and carriers of personal property; and to buy, sell, manufacture, repair, alter and otherwise deal in apparatus, plant, machinery, fittings, tools, materials, products and things capable of being used for the purposes of the foregoing businesses or any of them, or likely to be required by customers of the Company.
- (3) To carry on any other business which may seem to the Company capable of being conveniently carried on in the best interest thereof, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (4) To rent, purchase or by other means acquire any freehold, leasehold or other real property for

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any estate or interest whatever, and any rights, licences, privileges, or easements over or in respect of any such property, and to develop and turn to account and deal with the same in such manner as may be thought expedient.

- (5) To purchase or otherwise acquire for any estate or interest any property, assets or rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient.
- (6) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works and machinery necessary for the Company's business.
- (7) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (8) To apply for, exercise, use, register, turn to account, purchase, acquire, sell, let, grant or otherwise deal with or use any letters patent, trade marks, brevets d'invention, concessions, licences, inventions, rights, privileges, or monopolies or any interest in the same.
- (9) To manufacture and deal in all kinds of articles and things required for the purposes of or commonly dealt in by persons engaged in any such business as aforesaid or in connection with any such letters patent, trade marks, brevets d'invention, concessions, licences, inventions, rights or privileges as aforesaid.
- (10) To subscribe or guarantee money for any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any other purpose which may be considered likely, directly or indirectly, to further the objects of the Company or the interests of its members.
- (11) To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments as may be thought proper, and to hold, sell or otherwise deal with such investments.
- (12) To borrow or raise or secure the payment of money, and for those or other purposes including in particular (but without prejudice to the generality of the foregoing), the giving of collateral security for any guarantee by the

Company or for any obligation of the Company's holding company (if any) or any subsidiary of the Company or of such holding company or any company otherwise associated with the Company in business, to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or after acquired, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

- (13) To lend and advance money or give credit to any person, firm or company and, whether or not the Company receives any consideration or advantage from doing so, to guarantee or give indemnities for (or by both such means) the payment of moneys secured by or payable under or in respect of or the performance of shares, debentures, debenture stock, bonds, mortgages, charges, securities, obligations and contracts of any company, whether British, Commonwealth or foreign, or of any authority, supreme, municipal, local or otherwise, or of any person whomsoever whether corporate or unincorporate including in particular (but without prejudice to the generality of the foregoing) the Company's holding company (if any) or any subsidiary of the Company or of such holding company or any company otherwise associated with the Company in business.
- (14) To amalgamate or enter into partnership or any joint purse or profit sharing arrangement, or cooperate in any way with any person, firm or company carrying on or proposing to carry on any business or operation within the objects of the Company, and to assist any such person, firm or company
- (15) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable transferable or mercantile instruments, or to purchase or guarantee the same.
- (16) To apply for, promote, and obtain any Act of Parliament, or other licence, permission or authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient; to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests, and to enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any corporations, companies or

persons, that may seem conducive to the attainment of the Company's objects or any of them.

- (17) To subscribe for, underwrite, purchase, or otherwise acquire and hold, dispose of, and deal in shares, stocks and securities of any company having objects similar to those of the Company, or carrying on any business capable of being conducted so as to benefit the Company directly or indirectly.
- (18) To act as agents or brokers and as trustees for any person, firm or company, to undertake and perform sub-contracts, and to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (19) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise; to grant pensions or gratuities to and establish any contributory or non-contributory pension or superannuation fund for the benefit of any present or former directors, officers or employees of the Company or the Company's holding company (if any), the predecessors in business of, or any subsidiary or associated company of, or business acquired by, the Company or such holding company, or the relations, connections or dependants of any such persons; and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons.
- (20) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, or to contract with any person, firm or company to pay the same; and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of the Company.
- (21) To procure the registration of the Company in or under the laws of any place outside England.
- (22) To promote any company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of the Company, the promotion of which shall be considered to be calculated to advance directly or indirectly the objects of the Company or the interests of its members.



- (23) To insure any of the property or assets of the Company against any insurable risk or risks and to effect, purchase or take assurances on the lives of any debtors to the Company, or on the lives of any other persons in whom the Company may have an insurable interest.
- (24) To sell and in any other manner deal with or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock, or securities of any other company.
- (25) To distribute among the members of the Company in specie any property of the Company.
- (26) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others; and to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each sub-clause of this Clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. THE liability of the members is limited.

5. THE share capital of the Company is £50,000 divided into 50,000 Ordinary Shares of £1 each.

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

NAMES AND ADDRESSES OF SUBSCRIBERS	No of Shares taken by each Subscriber
<p>SIMCO DIRECTOR A LIMITED</p> <p>41 Park Square Leeds LS1 2NS</p> <p>Corporate Subscriber by <u>Mark Ager</u> Director</p>	<p>One</p>
<p>SIMCO DIRECTOR B LIMITED</p> <p>41 Park Square Leeds LS1 2NS</p> <p>Corporate Subscriber by <u>Mark Ager</u> Director</p>	<p>One</p>

Dated the 01 NOV 1990

Witness to the above signatures:-

41 Park Square  
Leeds LS1 2NS

Mark Ager  
(MARK AGER)

No.

COMPANIES ACT 1985 to 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

HEPPLEWHITE KITCHENS LIMITED

PRELIMINARY

1. (A) The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are hereby modified or excluded.
- (B) Regulations 8, 24, and 73 to 80 inclusive, of Table A shall not apply to the Company.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. The share capital of the Company is £50,000 divided into 50,000 Ordinary Shares of £1 each.
4. (A) The Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act).
- (B) The general authority conferred by this Article shall:-
  - (i) extend to all relevant securities of the Company from time to time unissued during the currency of such authority (including any relevant securities hereafter created);
  - (ii) expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting; and
  - (iii) entitle the Directors to make at any time before the expiry of such authority any offer or

agreement which will or may require relevant securities to be allotted after the expiry thereof.

5. Subject to and without prejudice to the generality of the provisions of Article 4 any shares unissued at the date of the adoption of this Article and any shares hereafter created shall be under the control of the Directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the Directors themselves) on such terms and in such manner as they think fit, provided that no shares shall be issued at a discount.

6. In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

#### CALLS ON SHARES

8. The following sentence shall be added to the end of regulation 15 of Table A: "such persons shall also pay to the Company all expenses that may have been incurred by the Company by reason of such non-payment".

#### TRANSFER OF SHARES

9. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

#### TRANSMISSION OF SHARES

10. A person becoming entitled to a share by reason of the death or bankruptcy of a member shall not, before being registered as a member in respect of the share, be entitled to receive a copy of any balance sheet (or other document required by law to be annexed thereto) or any notice of a General Meeting, and regulations 31 and 38 of Table A shall be modified accordingly.

## PROCEEDINGS AT GENERAL MEETINGS

11. There shall be added to the last sentence of regulation 41 of Table A the words "and if at the adjourned Meeting a quorum is not present within fifteen minutes after the time appointed for the Meeting, one person entitled to be counted in a quorum present at the Meeting shall be a quorum."

12. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.

## VOTES OF MEMBERS

13. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

## DIRECTORS

14. (A) The Directors shall not be liable to retire by rotation.

(B) A Director shall not be required to hold any share qualification.

15. (A) The Company may by Ordinary Resolution appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(B) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the maximum number of Directors (if there be any maximum) is not exceeded.

## POWERS AND DUTIES OF DIRECTORS

16. Subject to the provisions of Section 317 of the Act, a Director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulations 94 and 95 of Table A shall be modified accordingly.

## APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

17. Without prejudice to the powers of the Company under Section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to

remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its Directors and shall take effect upon lodgment at the registered office of the Company.

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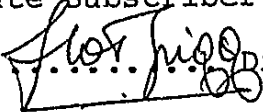
NAMES AND ADDRESSES OF SUBSCRIBERS

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SIMCO DIRECTOR A LIMITED

41 Park Square  
Leeds LS1 2NS

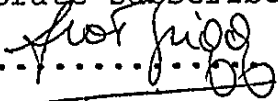
Corporate Subscriber

by .....  Director

SIMCO DIRECTOR B LIMITED

41 Park Square  
Leeds LS1 2NS

Corporate Subscriber

by .....  Director

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Dated the 01 NOV 1990

Witness to the above signatures:-

41 Park Square  
Leeds LS1 2NS

  
(MARK AGER)

FILE COPY



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

No. 2557288

I hereby certify that

**HEPPLEWHITE KITCHENS LIMITED**

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

Given under my hand at the Companies Registration Office,  
Cardiff the 12 NOVEMBER 1990

*P. Bevan*  
P. BEVAN

an authorised officer