

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06592963

The Registrar of Companies for England and Wales hereby certifies that
1-5 RESIDENTS FOXWOOD 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 14th May 2008



N06592963R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



Companies House

— *for the record* —

Electronic statement of compliance with requirements on application for registration of a company pursuant to section 12(3A) of the Companies Act 1985

Company number

6592963

Company name

1-5 RESIDENTS FOXWOOD LIMITED

I,

JOHN STEPHEN RAY

of

**3 FOXWOOD
WEST AVENUE
LEEDS
WEST YORKSHIRE
LS8 3BF**

a

person named as a director of the company in the statement delivered to the registrar of companies under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section 12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies electronically and authenticated in accordance with the registrar's direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to criminal prosecution



Companies House
— for the record —

10(ef)

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

Received for filing in Electronic Format on the: **14/05/2008**



X0I3AZPG

Company Name **1-5 RESIDENTS FOXWOOD LIMITED**
in full:

Proposed Registered **LLOYDS BANK CHAMBERS HUSTLERGATE**
Office: **BRADFORD**
 WEST YORKSHIRE
 BD1 1UQ

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **CHETTLEBURGH'S LIMITED**
Agent's Address: **TEMPLE HOUSE 20 HOLYWELL ROW**
 LONDON
 EC2A 4XH

Company Secretary

Name **JOHN STEPHEN RAY**

Address: **3 FOXWOOD**
 WEST AVENUE
 LEEDS
 WEST YORKSHIRE
 LS8 3BF

Consented to Act: **Y** *Date authorised* **14/05/2008** *Authenticated:* **YES**

Director 1:

Name **MR JOHN STEPHEN RAY**

Address: **3 FOXWOOD
WEST AVENUE
LEEDS
WEST YORKSHIRE
LS8 3BF**

Nationality: **BRITISH**

Business occupation: **BUSINESS CONSULTANT**

Date of birth: **16/05/1949**

Consented to Act: **Y** *Date Authorised:* **14/05/2008** *Authenticated:* **YES**

Director 2:

Name **MR ROBIN WILLIAM JOHN MACHELL**

Address: **5 FOXWOOD
WEST AVENUE
LEEDS
WEST YORKSHIRE
LS8 3BF**

Nationality: **BRITISH**

Business occupation: **ARCHITECT**

Date of birth: **10/06/1955**

Consented to Act: **Y** *Date Authorised:* **14/05/2008** *Authenticated:* **YES**

Director 3:

Name **MR PHILLIP INESON**

Address: **1 FOXWOOD
WEST AVENUE
LEEDS
WEST YORKSHIRE
LS8 3BF**

Nationality: **BRITISH**

Business occupation: **DIRECTOR**

Date of birth: **18/10/1967**

Consented to Act: **Y** *Date Authorised:* **14/05/2008** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **agent**

Date Authorised: **13/05/2008**

Authenticated: **Yes**

THE COMPANIES ACTS 1985 to 2006

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION of

1-5 RESIDENTS FOXWOOD LIMITED

1. The name of the Company is: 1-5 RESIDENTS FOXWOOD LIMITED
2. The Registered Office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:-
 - (a) To acquire, hold, manage, maintain, administer and deal with certain land and works comprising the electric security gates, external lighting, access road, vehicular accesses, turning bays and parking spaces, service strips, pathways, lawns, trees, shrubs and flower gardens, fences and boundary walls as may from time to time be present on the communal land leading to and surrounding but not including the five leasehold apartments within the two buildings known as Foxwood, West Avenue, Roundhay, Leeds, LS8 2BF (which communal land is hereinafter called 'The Estate') and to lay, provide for and maintain in good working order the Estate and to provide such renewals and additions as may from time to time become necessary to maintain and improve the amenities of the Estate including placing and maintaining of policies of insurance in respect of all parts of the Estate against loss or damage by fire, storm or tempest or special perils normally included in the Property Owners Liability Policies and the placing and maintaining of policies of insurance against all Third Party Claims and all such other policies of insurance as shall be considered desirable.
 - (b) To do all or any of the works or things following, that is to say, all works and things requisite, necessary, convenient or desirable for the general upkeep of The Estate and for the provision, in so far as they are not supplied and maintained by any electricity, gas, water, drainage or refuse removal authority, all such supplies of electricity, gas, water and drainage facilities and any other services and amenities for the benefit of The Estate and to pay any rates or taxes or all other outgoings of whatsoever nature charged, assessed or payable in respect of The Estate or any part thereof and for engaging gardeners, cleaners or other employees to provide amenities and services for the said Estate.

- (c) To enter into Leases, Deeds, Covenants and other instruments whereby the Company may or shall assume liabilities and responsibilities for carrying out obligations of all kinds of or in connection with the Estate and the residents thereof.
- (d) To manage, administer and deal with land and buildings whether belonging to the Company or not and to collect rents and income and provide and supply to or for owners and occupiers of land or buildings services and goods of all kinds.
- (e) To purchase, take on lease or in exchange hire or otherwise acquire any real or personal property which may be deemed necessary, convenient or desirable for any of the purposes of the Company.
- (f) To construct, alter and maintain any buildings or works necessary or convenient or desirable for any of the purposes of the Company or for the use of or as an amenity for the Estate or the residents thereof.
- (g) To take any gift or any real or personal property for any one or more of the objects of the Company whether or not subject to any special trust or condition.
- (h) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (i) To undertake and execute any trust or agency business (whether gratuitously or otherwise) the undertaking whereof may seem desirable whether as being convenient for or conducive to any of the objects of the Company or as being a convenience or amenity for the Estate or for the residents thereof.
- (j) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (k) To carry on all or any of the following businesses namely, builders and contractors, carpenters, decorators, gardeners, engineers, merchants of and dealers in stone, sand, lime, bricks, timbers, iron, steel, hardware, paint and other building or decorating requisites, electrical, heating, refrigeration and sanitary equipment, house and estate agents and insurance agents.

- (l) To sell, let or dispose of all or any of the property of the Company.
- (m) To enter into and make and be party to and accept such covenants and agreements in relation to or in connection with the Estate or any other land or personal property as the Company may think fit.
- (n) To carry on any other trade or business or undertake any obligations, duties and responsibilities whatsoever which can in the opinion of the Company be advantageously carried on or undertaken by the Company in connection with or ancillary to any of the above objects.
- (o) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (p) To do all or any of the things hereinbefore authorised either alone or in conjunction with or as trustee or agent for others or by or through trustees or agents and either with or without the intention or object of profit and whether gratuitously or otherwise.

Provided always that the objects set forth in any sub-clause of this clause shall not, except where the context expressly so requires be in anywise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects mentioned in the first sub-clause but the Company shall have full power to exercise all or any of the powers conferred by any parts of this clause notwithstanding that the business, undertaking, property or acts proposed to be transacted acquired dealt with or performed do not fall within the objects of the first sub-clause of this clause.

- 4. The liability of the Members is limited.
- 5. The income and profits of the Company whencesoever derived 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 (other than as aforesaid) by way of profit to Members of the Company: Provided that nothing herein shall prevent the payment to any Director or servant of the Company or to any Member of the Company in return for any service actually rendered to the Company.

6. (a) The Share Capital of the Company is £5 divided into five Ordinary Shares of £1 each. The Company shall not without the unanimous consent of all the Members of the Company increase the Share Capital of the Company or consolidate or divide its Share Capital or sub-divide its existing Shares or cancel any Shares or redeem its Share Capital or Purchase its own Shares.
- (b) The Ordinary Shares in the capital of the Company shall confer upon the holders thereof the right to receive notice of and to attend at all meetings of the Company and a right to one vote in respect of each such Ordinary Share held.

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

Names, Addresses and Number of Shares taken
by each Subscriber.

JOHN STEPHEN RAY
3 FOXWOOD
WEST AVENUE
LEEDS
WEST YORKSHIRE
LS8 3BF

Number of shares taken : 1

ROBIN WILLIAM JOHN MACHELL
5 FOXWOOD
WEST AVENUE
LEEDS
WEST YORKSHIRE
LS8 3BF

Number of shares taken : 1

PHILLIP INESON
1 FOXWOOD
WEST AVENUE
LEEDS
WEST YORKSHIRE
LS8 3BF

Number of shares taken : 1

Dated this 13th day of May, 2008

THE COMPANIES ACTS 1985 to 2006

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION of

1-5 RESIDENTS FOXWOOD LIMITED

PRELIMINARY.

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1985 ('the Act'). Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public. The Regulations set out in Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies (Tables A to F) (Amendment) Regulations 2007 (SI.2007/2541 & SI.2007/2826) and the Companies Act 1985 (Electronic Communications) Order 2000 shall apply to the Company save in so far as they are excluded or varied hereby. The clauses of Table A numbered 3, 24, 30, 32(b), 64 to 69, 76, 77, 78, Articles 81, 87, 89, 93, 94, 95, 102 to 108 and 110 shall not apply to the Company and in lieu thereof and in addition to the remaining clauses of Table A as so amended the following shall be the regulations of the Company.

SHARES.

2. Clauses 32 to 35 of Table A shall be modified to the extent requisite to accord with Clause 6 of the Memorandum of Association of the Company. Subject only as hereinafter provided the Directors of the Company shall within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot grant options over or otherwise dispose of the Shares which are comprised in the authorised share capital with which the company is incorporated. The Members of the Company shall have power from time to time by Ordinary Resolution to renew or revoke the Directors exercise of the Company's power to allot grant options over or otherwise dispose of any shares in the original capital of the Company but no authority for the Directors to allot grant options over or otherwise dispose of shares shall be valid for more than five years from the date of passing the members resolution to which it relates. Subsections 89(1), Section 90(1) to (5) and Section 90(6) of the Act

shall not apply in relation to the issue of any equity securities by the Company but in substitution therefore the provisions of these Articles relating to the issue and transfer of any equity securities shall apply.

3. The lien conferred by Article 8 of Table A shall extend to fully paid shares registered in the name of any person indebted or under liability to the Company on any account whatsoever whether he shall be the sole registered holder thereof or shall be one of several joint holders.
4. The shares in the Capital shall be allocated to the individual leasehold apartments (hereinafter called 'an Apartment') forming part of the property known as Foxwood, West Avenue, Roundhay, Leeds, LS8 2BF. Each Apartment shall be allocated one share to be allotted to the leaseholder thereof.
5. No person shall be entitled to hold a share in the Company unless such person is a Leaseholder of an Apartment (hereinafter called "the permitted holder"). No sub-tenant or any person for whatever reason occupying an Apartment other than the Leaseholder shall be entitled to be a member of the Company.
6. From time to time all such allotments and transfer of shares shall be made as may be necessary to ensure that every share is held by the permitted holder thereof.
7. (a) A share shall be transferred and may only be transferred upon or immediately before a change in the ownership of the Leasehold of the Apartment to which it is allocated and only to the person becoming or about to become the permitted holder thereof.

(b) The price to be paid upon the transfer shall in default of agreement between the transferor and transferee be the nominal value of the share.

(c) If the holder of a share ceases to be a Leaseholder of the Apartment to which it is allocated but the share is not transferred to the permitted holder thereof, (i) the holder shall cease to be entitled to exercise any of the rights and privileges of a member of the Company and shall cease to be a Director thereof and (ii) the Chairman for the time being of the Directors or failing him one of the Directors duly appointed by resolution of the Board shall forthwith be deemed to be the duly appointed attorney of that holder with full power in his name and on his behalf to execute, complete and deliver a transfer of his share to the permitted holder thereof and the Company may receive and give a good discharge for the purchase money and enter the name of the transferee in the register of members as the holder by transfer of the said share.

(d) The Directors shall be bound to register transfers made in accordance with this Article, but no other transfers shall be registerable.

8. (a) Where more than one person is the Leasehold of an Apartment all such persons shall be the joint permitted holder of the share allocated thereto but they shall have only one vote in right of such share whether as members or Directors.

(b) The Company shall, where it has notice of the same be obliged to recognise the rights of any mortgagee of any share of the Company where such mortgagee is also a mortgagee of the Leasehold of the Apartment in respect of which it is held and such mortgagee shall have the same rights privileges and liabilities in respect thereof.

BORROWING POWERS.

9. The Directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the Share Capital of the Company for the time being issued or not and to mortgage or charge its undertaking or property or any part thereof and subject to Section 80 of the Act to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or any third party without any limit on the amount for the time being remaining undischarged of moneys so borrowed or secured and the proviso limiting such amount contained in that Clause shall not apply.

PROCEEDINGS AT GENERAL MEETINGS.

10. A poll may be demanded by one or more members present in person or by proxy and having the right to vote at the meeting and paragraphs (b), (c) and (d) of Clause 46 of Table A shall be modified accordingly.

DIRECTORS.

11. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) may be any number not exceeding the number of issued shares in the Company. Only the permitted holder of a share may be appointed a Director.
12. The person or persons named in the Statement delivered to the Registrar of Companies prior to the incorporation of the Company under Section 10 of the Companies Act 1985 shall be the first director or directors of the Company. A director shall not require a share qualification until the subscriber shares have been allocated to specific flats and allotted to and registered in the names of the lessees thereof. Upon the registration of any permitted holder as a member of the Company he shall automatically become entitled to hold office as a

director. Where two or more persons hold a share jointly only one of those persons may hold office as a director.

13. No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of seventy years or any other age.
14. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 317 of the Act, he shall be counted in the quorum at any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.
15. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed, shall, except when one Director only is in office be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the Board of Directors.
16. A resolution determined on without any Meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be as valid and effectual for all purposes as a resolution of the Directors passed at a Meeting duly convened, held and constituted. Such resolution may consist of several documents in the like form each signed by one or more directors.

ALTERNATE DIRECTORS.

17. A Director other than a sole Director who for any reason considers that he is unlikely to be able to attend meetings of the Board may, by writing appoint any person to be an alternate Director in his place for a period not exceeding six months on any one occasion. The person so appointed shall not be required to hold a qualification share and shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his office on the expiration of the term for or the happening of the event until which he is by the terms of his appointment to hold office or if the appointor in writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

DISQUALIFICATION OF DIRECTORS.

18. The office of a Director shall be vacated:-
- (a) If by notice in writing to the Company he resigns the office of Director,
 - (b) If he ceases to be a Director by virtue of Section 291 of the Act,
 - (c) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
 - (d) If he becomes of unsound mind,
 - (e) except in the case of a director named in the statement delivered to the Registrar of Companies prior to the incorporation of the company, ceases to hold the necessary share qualification or does not obtain the same within one month from the date of his appointment.
 - (f) resigns his office by notice in writing to the Company; or
 - (g) is removed from office by a resolution passed pursuant to Section 303 of the Act.

ACCOUNTS

19. The Directors shall cause such accounting records to be kept as shall be necessary to enable accounts of the Company to be prepared in accordance with the provisions of the Act and any such accounts shall be subject to the provisions of the Companies Act 1985 (Audit Exemption) Regulations 1994.
20. The accounting records shall be kept at the registered office of the Company or, subject to Section 222 of the Act at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Company.
21. The Directors shall from time to time, in accordance with the Act unless and to the extent exempted from so doing in accordance with the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act.

NOTICES.

22. The persons on whom the ownership of shares devolve as personal representative or trustee in bankruptcy of a member shall not, unless

and until they become members of the Company, be entitled to receive notices of meetings of the Company.

23. Subject to the provisions of paragraphs (a) and (b) of this Article proof that an envelope containing a notice was properly addressed, prepaid and posted by registered or recorded delivery or other similar service to his registered address shall be conclusive evidence that Notice was given.

(a) Any notice served on a person at an address within the United Kingdom shall be deemed to have been served at the expiration of forty-eight hours after the envelope containing it was posted as aforesaid or in the event of a notice being served personally at the time such service took place.

(b) Any notice served on a person at an address outside the United Kingdom in an envelope properly addressed, prepaid and posted as aforesaid shall be deemed to have been served at the expiration of forty-eight hours after the envelope containing it would have been delivered in the ordinary course of post in the circumstances prevailing at the time of posting.

Names and Addresses of the Subscribers

JOHN STEPHEN RAY
3 FOXWOOD
WEST AVENUE
LEEDS
WEST YORKSHIRE
LS8 3BF

ROBIN WILLIAM JOHN MACHELL
5 FOXWOOD
WEST AVENUE
LEEDS
WEST YORKSHIRE
LS8 3BF

PHILLIP INESON
1 FOXWOOD
WEST AVENUE
LEEDS
WEST YORKSHIRE
LS8 3BF

Dated this 13th day of May, 2008

