

1285021

Form No. 41
(No registration fee payable)

Number of
Company

THE COMPANIES ACTS 1948 to 1967

Declaration of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company

(Pursuant to Section 15(2) of the Companies Act 1948)

Insert the
Name of the
Company

5 PRINCE'S BUILDINGS (MANAGEMENT) ✓

LIMITED

Presented by

Presentor's Reference..... H/C2286

MEADE-KING & CO

20/24 ORCHARD STREET

BRISTOL BS1 5DF

Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU, a subsidiary of The Solicitors' Law Stationery Society Limited, F212

Companies 6C



I, Peter John Watkin

of 20/24 Orchard Street Bristol BS1 5DE

(a) Here insert:
A Solicitor of the
Supreme Court (or
in Scotland a
Solicitor) engaged
in the formation
or
A person named
in the Articles of
Association as a
Director or
Secretary.

Do solemnly and sincerely declare that I am (a) a Solicitor of the Supreme
Court engaged in the formation

of 5 Prince's Buildings (Management) ✓

..... Limited

and that all the requirements of the Companies Act 1948 in respect of matters
precedent to the registration of the said Company and incidental thereto have been
complied with. And I make this solemn Declaration conscientiously believing the
same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 25 Baldwin Street
in the City of Bristol
the 26th day of October ✓
one thousand nine hundred and seventy
six

P. Watkin

Before me,

W. K. H. ...

A Commissioner for Companies (b)

(b) Or
Notary Public or
Justice of the
Peace as the case
may be.

THE COMPANIES ACTS 1948 to 1967.

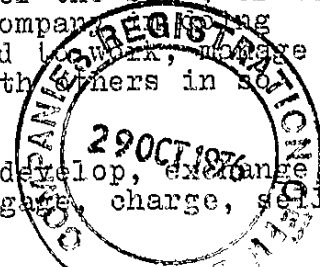
COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

5 PRINCE'S BUILDINGS (MANAGEMENT) LIMITED ✓

1. The name of the Company is "5 PRINCE'S BUILDINGS (MANAGEMENT) LIMITED". ✓
2. The Registered Office of the Company will be situate in England. ✓
3. The Objects for which the Company is established are:-
 - (A) To undertake the management and administration of the property known as 5 Prince's Buildings Clifton Bristol and to collect the rents and income thereof and to supply to the lessees, tenants and occupiers of the flats comprised therein water, light, electric conveniences, cleaning, gardens, garages and all other amenities, services and advantages.
 - (B) To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever, and any rights privileges, or easements over or in respect of any property which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
 - (C) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, garages, walls, fences or other structures and to clear sites for the same, or to join with any person, firm or company to do any of the things aforesaid, and to let, mortgage and control the same or join with others in so doing.
 - (D) To improve, manage, cultivate, develop, exchange let on lease or otherwise, mortgage, charge, sell



1976

57
16

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.

- (E) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (F) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and to give guarantees or become security for any such persons, firms or companies.
- (G) To borrow or raise money in such manner as the Company shall think fit.
- (H) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (I) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (J) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (K) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (L) 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 Five pounds divided into five shares of One pound each. ✓

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p>Paul John Watkins 20/24 Orchard Street Bristol BS1 5DF Solicitor</p>	<p>one ✓</p>
<p>Thomas Henry Kemp Everett as above Solicitor</p>	<p>one ✓</p>

DATED the 26th day of October 1976 ✓

WITNESS to the above signatures :

Jonathan M. Depett
20-24 Orchard Street
Bristol BS1 5DF
Articles Clerk. ✓

Company
upon
from

to such
as
S or
ns or

s the

execute
ange,
other

nection
ration

or any
company,

t, and

same.

pany in
particu-
of other
which
g.

ed
of the

ause
of
the
emed
d in

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

5 PRINCE'S BUILDINGS (MANAGEMENT) LIMITED ✓

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 63, 75, 76, 77 and 89 to 97 in Part I of Table A shall not apply to the Company and in addition to the remaining Clauses in Part I of Table A as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.) |

SHARE CAPITAL AND SHARES

3. The original Share Capital of the Company is Five pounds divided into Five shares of One pound each.

4. Subject to the provisions of Articles 8 and 9 hereof, the Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

MEMBERSHIP

6. In this and the following Articles :-

"The Property" means the property mentioned in Clause 3(A) of the Memorandum of Association.

"The Flats" means the flats or tenements for the time being comprised in the property.

"Flatholder" means the person or persons to whom a Flat has been demised for a long term of years by a Lease or to whom, in the event of any such term by any means ceasing and determining, a Flat may at any time thereafter be so demised for a term of not less than ninety-nine years or in respect of any Flat not so demised the freeholder of the Property, and so that, whenever two or more persons are for the time being joint Flatholders of any one Flat, they shall for all the purposes of these Articles be deemed to constitute one Flatholder.

7. The Shares of the Company numbered One to Five inclusive, shall be allocated to the Flats, and there shall be made such transfers and allotments of Shares as shall ensure that each Flatholder holds one and only one Share in respect of each Flat of which he is the Flatholder, being the Share allocated to that Flat as aforesaid, and that no person who is not a Flatholder other than the Subscribers to these Articles holds any Share or Shares of the Company, to the intent that the Members of the Company shall all be Flatholders and that no person who is not a Flatholder shall at any time be admitted as a Member.

8. (A) If any Flatholder parts with all interest in the Flat held by him, or if his interest therein for any reason ceases and determines, he shall transfer his Share in the Company to the person or persons becoming Flatholder of the said Flat in his place.

(B) The price to be paid on the transfer of every Share under this Article, shall, unless the transferor and transferee otherwise agree, be its nominal value.

(C) If the holder of a Share refuses or neglects to transfer it in accordance with this Article, one of the Directors duly nominated for that purpose by a resolution of the Board, shall be the Attorney of such holder, with full power on his behalf and in his name to execute, complete and deliver a transfer of his Share to the person or persons to whom the same ought to be transferred hereunder; and the Company may give a good discharge for the purchase money and enter the name of the transferee of the said Share in the Register of Members as the holder thereof.

9. If a Member shall die or be adjudged bankrupt, his

personal representative or representatives or the trustees in the bankruptcy shall be entitled to be registered as a Member of the Company, provided he or they shall for the time being be the Flatholder of the Flat formerly held by such deceased or bankrupt Member.

GENERAL MEETINGS

10. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of The Companies Act 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

11. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

ATTENDANCE AND VOTING AT MEETINGS

12. If two or more persons shall be the joint Flat-holders of a Flat, they shall hold jointly the Share allocated to such Flat. Both or all of them may attend meetings of Members of the Company, but only one of them whose name appears first in the Register of Members shall, subject as hereinafter provided, be entitled to vote: Provided that if, before the commencement of any meeting of Members, both or all of the joint holders of the said Share give to the Secretary notice in writing that they desire one of them named in such notice, other than the one whose name appears first in the Register of Members, to vote at that Meeting, then he alone shall have the sole right to vote thereat.

DIRECTORS

13. All the Members of the Company for the time being shall be its Directors.

14. The Directors shall successively and in the order of rotation in which their names appear in the Register of Directors act as Chairman of the Board of Directors and the Chairman for the time being shall retire at the close of the Annual General Meeting next after his succession to that office: Provided nevertheless that if the Chairman for the time being shall cease from any cause to be a Director his successor as Chairman shall be entitled to hold that office of Chairman until the close of the second Annual General Meeting next after his succession to that office.

15. Clause 79 in Part I of Table A shall be read and

construed as if the proviso to such Clause were omitted therefrom.

16. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted in estimating a quorum when any such contract or arrangement is under consideration and Clause 84 in Part I of Table A shall be modified accordingly.

17. The office of a Director shall be vacated if he ceases to be a Member of the Company.

EXPENSES

18. The Members of the Company shall from time to time, and whenever called upon by the Company so to do, contribute equally to all expenses and losses whatsoever which the Company shall properly incur on their behalf, and in respect of which they are not otherwise bound to contribute in their capacity as Flatholders.

WINDING UP

19. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively; Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

rd to
rested
shall
a
s under
A shall

if he

e to
so to do,
whatso-
their
herwise
lders.

ss remain-
of the
first
ts paid
respect-
buted
f Shares
t the
s of
ial

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Paul John Walker

20/24 Orchard Street

Bristol

✓

BSI SDF

Shareholder

Thomas Henry Kemp Everett

as above

Schiltan

✓

DATED the 26th day of October 1976 ✓

WITNESS to the above signatures :

Jonathan Althopp

20/24 Orchard Street

Bristol BSI SDF

Attended Clerk.



CERTIFICATE OF INCORPORATION

No. 1285827

I hereby certify that

5 PRINCE'S BUILDINGS (MANAGEMENT) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at Cardiff the

10TH NOVEMBER 1976

D. A. Pendlebury
D. A. PENDLEBURY
Assistant Registrar of Companies