

COMPANY NUMBER:- 5225769

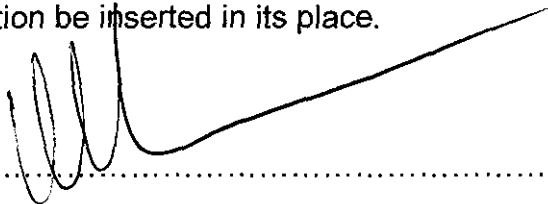
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION OF  
1 CRANWICH ROAD MANAGEMENT COMPANY LIMITED  
PASSED ON 13<sup>TH</sup> DECEMBER 2004

At an Extraordinary General Meeting of the Company  
held at 8/10 STAMFORD HILL LONDON N16 6XZ

On 13<sup>TH</sup> DECEMBER 2004

The following resolution was duly passed as a special  
resolution:-

That the Memorandum and Articles of Association be  
deleted and a new Memorandum and Articles of  
Association be inserted in its place.



CHAIRMAN



A26  
COMPANIES HOUSE

\*A7E201US\*

0329  
11/01/05

**THE COMPANIES ACT, 1985**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION OF**

**1 CRANWICH ROAD MANAGEMENT COMPANY LIMITED**

1. The Company's name is 1 CRANWICH ROAD MANAGEMENT COMPANY LIMITED
2. The Company's Registered Office is to be situated in England & Wales.
3. The Objects for which the Company are established are:-
  - (a) To acquire the freehold title to land known as or intended to be known as 1 CRANWICH ROAD MANAGEMENT LONDON N16 5HZ together with blocks of flats erected thereon and the garages parking spaces and other parts of the said property on such terms as may from time to time seem expedient.
  - (b)
    - (i) To manage and administer land buildings and property of every description on its own account or as trustee or nominee or agent of any other company or person and in particular but without prejudice to the generality of the foregoing to control manage supervise repair and maintain the said property known as or intended to be known as 1 CRANWICH ROAD MANAGEMENT LONDON N16 5HZ and to provide and supply such services and amenities for the tenants lessees and residents thereof as may be necessary convenient or desirable.
    - (ii) To lay out maintain replant and repair gardens, pleasure grounds lawns shrubbery's and playgrounds and other amenities on the said property and repair boundary and other walls and fences to keep such gardens, pleasure grounds lawns and shrubbery's as aforesaid in good order and condition and properly planted and to replace such plants and shrubs as may die or require replacing.
    - (iii) To build, construct, maintain and repair all manner of buildings and structures car parks, roads, paths, boundary and other walls and fence, lighting installations, sewers and drainage installations and other appurtenances and amenities on the said property and to keep the same in good order and condition.
    - (iv) To engage servants and agents for the purpose of carrying out any of the objects of the Company.
    - (v) To execute and do all such acts and things as may be requisite for the purpose of ensuring the efficient management and administration of the said property.
    - (vi) To enter into contracts of insurance and indemnity in respect of any liability of the Company for claims arising from the use of the said property or any part thereof in common by the owners or occupiers of the said flats or maisonettes or houses or by any other persons lawfully on the said property and to effect and maintain insurance against loss or injury to any property of or to any persons employed by the Company.
    - (vii) To make regulations regarding the use by the owners and occupiers of the said flats their families servants and friends of the said property or any part thereof so used in common as aforesaid.
  - (c) To carry on all or any of the business of proprietors or managers of houses, flats or other buildings or land of builders contractors, plumbers, decorators, carpenters, joiners, gas, electrical, water and sanitary engineers and of insurance and estate agents.

- (d) To develop and turn to account any land acquired by or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, drainage, farming, cultivating letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders tenants and others.
- (e) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified above or which may seem advisable to be undertaken for the purposes thereof.
- (f) To purchase take on lease or in exchange hire or otherwise acquire and hold for any estate or interest any lands, buildings, casements rights, privileges, concessions, patents, patent rights, licences, secret processes machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (g) To erect, construct, lay down, enlarge, alter and maintain any roads, reservoirs, stores, buildings, works, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (h) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (i) To mortgage and charge the undertaking on all or any of the real and personal property and assets present or future and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit debentures or debenture stock either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (j) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company.
- (k) To receive money on deposit or loan upon such terms as the Company may approve.
- (l) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or otherwise associated with the Company in business and the wives, widows, families and dependants of any such persons and also to establish and subsidise or subscribe to any institution, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (m) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (n) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner, as may from time to time be determined..

- (o) To pay for any property or rights acquired by the Company in cash or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (p) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash by instalments or otherwise or in fully or partly paid up shares of any company or corporation with or without deferred or preferred or special rights or restrictions in respect of dividend repayment of capital voting or otherwise or in debentures or mortgage debentures or debenture stock mortgages or other securities of any company or corporation, or partly in one mode and partly in another and generally on such terms as the Company may determine and to hold dispose of or otherwise deal with any shares, stock or securities so acquired.
- (q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty share or profits or otherwise grant licences, easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (r) To subscribe or guarantee money for or organise or assist any national local charitable benevolent public general or useful object or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interest of its members.
- (s) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (t) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise.
- (u) 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 income and property whatsoever and wheresoever derived of the Company shall be applied solely towards the promotion of the objects of the Company as herein set forth and no part thereof shall be paid or transferred either directly or indirectly by way of dividend bonus or otherwise by of profit to the members of the Company but so that nothing herein contained shall prevent the payment in good faith of remuneration to any director, officer or servant of the Company or to any member of the Company in return for services rendered to the Company.
- 5. The liability of the Members is limited.
- 6. The Company's Share Capital is £5 divided into 5 Shares of £1 each.



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**COMPANY LIMITED BY SHARES**

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Articles of Association of

1 CRANWICH ROAD MANAGEMENT COMPANY LIMITED

**PRELIMINARY**

1. Subject as hereinafter provided, the regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 (hereinafter referred to as Table A) shall apply to the Company.
2. Regulations 2, 3 40, 64, 73-80 (inclusive), 94, 95, 96 and 99 of Table A aforesaid shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

**CAPITAL**

3. The initial share capital of the Company is £5 divided into 5 shares of £1 each.
4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Table A.
1. Subject to the provisions of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

**TRANSFER OF SHARES**

2. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share. The first sentence of Regulation 24 shall not apply to the company.

**DIRECTORS**

3. No person shall be appointed a Director at any general meeting unless:-
  - (a) he is recommended by the Directors; or
  - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars that would, if he were so appointed, be required to be included in the Company's register of Directors together with notice executed by that person of his willingness to be appointed.
4. Subject as aforesaid, 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.
5. 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 appointment does not cause the number of Directors to exceed

any number fixed by or in accordance with the articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting but shall be eligible for reappointment at such annual general meeting. If not so re-appointed he shall vacate office at the conclusion thereof.

6. A Director who has disclosed his interest in accordance with Regulations 85 and 86 of Table A and the provision of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum at any meeting at which such contract or proposed contract or arrangement is being considered.
7. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.
8. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorize a Director to act as Auditor for the Company.
9. The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attended to age of seventy years or any other age.

#### **BORROWING POWERS**

10. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, 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 of any third party.

#### **SECRETARY**

11. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reasons no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

#### **DIRECTORS**

12. The first Director of Directors of the Company shall be the persons named in the statement delivered under Section 10 of the Act.
13. Unless and until otherwise determined by the Company in General meeting the number of Directors (other than alternate directors) shall not be less than one. If any time and from time to time there shall be only one Director (other than alternate directors) of the Company such Director may act alone in exercising all the powers, discretion's and authorities vested in the Directors, and regulation 89 in Table A shall be modified accordingly.

#### **SECRETARY**

14. The first Secretary of the Company shall be the person named in the statement delivered under section 10 of the Act.

**NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS**

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MICHAEL HOLDER  
1<sup>st</sup> Floor Offices  
8-10 Stamford Hill  
London N16 6XZ

Company Registration Agent

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Dated this 10TH day of SEPTEMBER 2004

WITNESS to the above signatures

VIVIENNE LEWIN  
1<sup>st</sup> Floor Offices  
8-10 Stamford Hill  
London N16 6XZ

Company Director