

*Patent Bicycle Railway
Syndicate*

COMPANY, LIMITED.

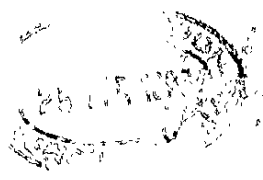
17464
25 APR 1900

STATEMENT of the Nominal Capital made pursuant to s. 112 of 54 and 55
Vict., cap. 39, Stamp Act, 1891. (NOTE.--The Stamp Duty on the Nominal Capital is
Two Shillings for every £100 or fraction of £100.)

This statement is to be filed with the Memorandum of Association, or other Document,
when the Company is registered.

Presented for registration by

Busk Mellor
45 Lincoln Inn Fields



The NOMINAL CAPITAL of the Hutchins Patent Bicycle

Railway Syndicate Company, Limited,

is £ 5000 — , divided into 5000 shares of £ 1 —

each.

Signature

Busk & Mellor
45 Lincoln's Inn Fields W.C.

Description

Solicitors for the Syndicate

Date

25th April 1896

This statement shows the amount of the Capital paid up by an Officer of the Company.



THE COMPANIES ACTS, 1862 AND 1893.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

The Hotchkiss Patent Bicycle Railway Syndicate,
LIMITED.

17465

25 APR 1906

1.—The name of the Company is "THE HOTCHKISS PATENT BICYCLE RAILWAY SYNDICATE, 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 acquire and carry on the business of Manufacturers, Hirers, Lessors and Vendors of Cycles, Bicycles, Tricycles, Velocipedes, Carriages and other machines of every description, and the various parts thereof, and of all articles necessary or used in the manufacture thereof, and of all machinery and apparatus used in the production of Cycles, Bicycles, Tricycles, Velocipedes, Carriages and other machines, or any parts thereof, or any such articles as aforesaid.

(2) To acquire by purchase or otherwise Letters Patent, or any rights, privileges, concessions or monopolies, relating to any inventions or business which the Company is authorised to carry on, and especially the invention for improvements in elevated railway systems, and vehicles therefor secured by Letters Patent, dated the 24th day of December 1892, No. 23809, and

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Handwritten initials

92

granted to Arthur Ethelbert Hotchkiss or any interest therein, upon any terms whatsoever, and to take, use, and work any licence in connection with any such invention.

- (3) To do, or concur, or join in doing all such things (including applications for amendment or disclaimer) as may be deemed expedient for using, working, developing, promoting the user of, and otherwise obtaining the full benefit of the patents, rights, privileges, concessions, and inventions for the time being belonging to the Company, or in which it is interested, and especially to work and organize the working of bicycle railways as a means of public entertainment, or otherwise with full power to grant licences for the use thereof, on such terms, and for such considerations as may be agreed upon, and to acquire by hire purchase or otherwise land for the working of the said invention or otherwise, and especially the tracts of land at Great Yarmouth, in the County of Norfolk, and the Devil's Dyke near Brighton, in the County of Sussex, now leased or agreed to be leased to William George Bean, Esquire.
- (4) To carry on the business of public entertainers and caterers for the amusement of the public, and to spend moneys and do all things that may be deemed to be desirable in the working of such business.
- (5) To act as carriers and porters, organizers and workers of elevated bicycle railways, to regulate fares, issue tickets, and do all things that may seem desirable in connection therewith for the benefit or welfare of the Company.
- (6) To carry on the business of wire drawers, brass founders, metallurgists and producers of metals, and alloys of all description in crude or manufactured forms, machinists, fitters, millwrights, saddlers, makers of tools and implements, coopers, packing case makers, carpenters, makers of boxes of millboard, paper and other materials, galvanizers, japanners, painters, annealers, enamellers and all other detailed branches of businesses used or connected with any such business

as aforesaid, either for finishing or preparing articles for sale, or for any or all other purposes, as well for the promotion of any such business as aforesaid as for the purposes of profit independently thereof.

- (7) To buy up, acquire the goodwill of, or any interest in, and carry on any undertaking, trade or business, similar or analogous to or connected with any undertaking, trade or business, which the Company is authorised to carry on.
- (8) For any of the purposes of the Company to take upon lease, purchase, or otherwise acquire, accept permission to use, alter, improve, maintain, and carry on any land, buildings, erections and works, or any interest therein, and to erect, construct, alter, improve, maintain, and use any works, buildings and erections, and to purchase or otherwise acquire, hire, improve, alter and maintain all necessary or convenient machinery, plant, materials, implements, tools, appliances and things.
- (9) To sell, improve, develop, manage, work, maintain, let, mortgage, exchange, or otherwise deal with and dispose of all or any part of the business property and rights of the Company, in such manner, on such terms, and for such purposes as the Company may think proper.
- (10) To unite, co-operate, or amalgamate with any persons, company, or any corporation already engaged in, or hereafter to be established for objects wholly or in part similar, or analogous, or subsidiary to those of the Company, and to acquire for the benefit, and in the name of the Company, or otherwise, and to pay for in such manner as may be agreed upon (and in particular either with money or with shares, fully paid up or otherwise, of the Company, or with debentures, debenture stock or other stock of the Company, and partly in one way and partly in another), and to hold any shares, stock or other interest in any such company or corporation, and to promote the formation of any such company or corporation, and to give to any such persons, company or corporation any indemnity or guarantee for the payment of interest or for the payment of any debentures or other securities issued

by such company or corporation as the Company may deem advisable.

- (11) To make, accept, indorse and execute promissory notes, bills of exchange and other negotiable instruments.
- (12) To raise money for all or any of the purposes of the Company in such manner as the Company shall think fit, and in particular upon mortgage of any property of the Company, or by the issue of debentures or debenture stock, charging all or any of the Company's property (both present and future) including uncalled capital, or upon the bills, notes, bonds or other security of the Company.
- (13) To place to reserve, or to distribute as dividends or bonus among the members, or any class or classes of them, or otherwise to apply as the Company may from time to time think fit any moneys received by way of premium on shares, or debentures issued at a premium by the Company, and any moneys received in respect of dividends accrued on forfeited shares, and any moneys arising from the sale by the Company of forfeited shares, or from unclaimed dividends.
- (14) To do all such other things as the Company may deem incidental or conducive to the attainment of the above objects.

4.—The liability of the members is limited.

5.—The capital of the Company is £5,000, divided into 5,000 shares of £1 each, with power to increase the capital by the issue of further shares.

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.
Edmund Austin Reid The Stock Exchange, London, England	1
Henry Watts Lawson The City Exchange London Gentleman	1
Alfred Charles Dean Stock Exchange London Gentleman	1
Thomas William Platten Stock Exchange London Gent	1
Julian Reid Stock Exchange London Gent.	1
Louis Melbourne Carrington Stock Exchange London Gent.	1
William John Coath Stock Exchange London Gent	1

Dated this 24th day of April, 1896

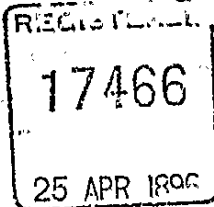
Witness to the above Signatures—

William Godfrey
64, Gresham Street E.C.
Stock



THE COMPANIES ACTS, 1862 TO 1893.

COMPANY LIMITED BY SHARES.



Articles of Association

OF

The Hotchkiss Patent Bicycle Railway Syndicate,
LIMITED.

PRELIMINARY.

1.—The regulations mentioned in the Table "A" of the First Schedule of the Companies' Act, 1862, shall apply to the Company, except so far as they may be excluded or varied by these Articles, and in case anything in these Articles shall be inconsistent with the regulations contained in the Table aforesaid the provisions of these Articles shall prevail.

TRANSFERS OF SHARES.

2.—In addition to the powers given by Article 10 of Table "A" the Directors may refuse to register the transfer of any shares whether fully paid up or not, without giving any reason for such refusal, and no transfer of shares shall be deemed completed till the same shall have been approved by the Directors.

DIRECTORS.

3.—The number of Directors shall not be more than five nor less than three, and two Directors shall form a quorum. Every Director shall during his continuance in office hold at least 100 shares of the Company in his own right, and upon which all moneys due shall have been paid.

4.—There shall be paid to the Directors as remuneration for their services in each year such sum or sums as shall be determined by the Company in General Meeting, but in no year shall such remuneration exceed one-tenth part of the sum distributed as dividend amongst the shareholders, and Article 54 of Table A shall be deemed to be modified accordingly.

5.—Each Director shall be entitled to enter into contracts and engagements with the Company, and to do work for the same and be paid therefor in the shape of salary, commission or otherwise as fully and in all respects as if he had not been a Director.

ACCOUNTS.

6.—Article 82 of Table A shall not apply.

W. H. W.
25 APR 1906

 NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.

Edward Austin Richards
 The Stock Exchange, London, Gentleman,

Henry Watts Lawson
 Stock Exchange London Gentleman

Charles Bevan
 Stock Exchange London Gentleman

Thomas William Platt
 Stock Exchange London Gentleman

Julian Dickson
 Stock Exchange London Gentleman

Louis Melbourne Bancroft
 Stock Exchange London Gentleman

William John Coath
 Stock Exchange London Gentleman

Dated the 24th day of April 1896.

Witness to all the above signatures—

William Godfrey
 64, Queen Street E.C.
 Clerk.

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

The Hotchkiss Patent Bicycle
Railway Syndicate, Limited.

Registered the _____ day of _____, 1896.

BUSK & MELLOR,

45, Lincoln's Inn Fields,

W.C.

WALTER EYRE & GALE, Law Stationers and Printers, 14, New
Square, and Portugal Street, Lincoln's Inn.

A
[C. No. 91.]

It is requested that any reply to this letter may be addressed to the Comptroller of the Companies Department, Board of Trade, Great George Street, London, E.W.1. (Telegraphic Address: "Companies, Parl, London," Telephone Number: Victoria 3840), and that the following number may be quoted:— 1786/28.

BOARD OF TRADE,

12th April, 1928.

Sir,

**HOTCHKISS PATENT BICYCLE RAILWAY SYNDICATE,
LIMITED.**

I am directed by the Board of Trade to refer to your letter of the 11th April, and in reply, to state that as at present advised they will be prepared to sanction the proposed change of name of the above-named Company to "**HOTCHKISS PATENTS AND INVESTMENTS, LIMITED**" as soon as a printed copy of the Special Resolution, duly passed and confirmed by the Company, in favour of the change of name has been filed with the Registrar of Joint Stock Companies, Somerset House, W.C.2.

The Board of Trade should be informed when this has been done and should at the same time be supplied with a printed copy of the Special Resolution.

The Board's approval, if given, will then be sent to you and must be tendered to the Registrar of Joint Stock Companies. The change of name will not be complete until the Board's approval has been given and the Registrar has issued his Certificate, and the new name must not be used meanwhile.

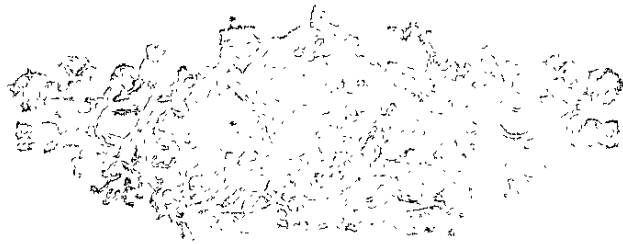
As the Registrar has no power to reserve a name except upon actual registration, the Special Resolution to change the name of the Company should be passed without delay.

I am, Sir,

The Secretary,
Hotchkiss Patent Bicycle
Syndicate, Ltd.
Guildhall Annexe,
(23, King Street),
E.C.

Your obedient Servant,

47684



46679

Certificate of Incorporation

*Hotchkiss Patent Bicycle Railway Syndicate,
Limited.*

I hereby Certify,

*Hotchkiss Patent Bicycle Railway Syndicate,
Limited,*

is this day incorporated under the Companies Acts, 1862 to 1890, and that the Company is Limited.

Given under my hand at London this *twenty fifth* day of *April* 1896

Thousand Eight Hundred and Ninety *sic*.

Fees and Dues Stamps £6. 5.

Stamp Duty on Capital £5. -.

Registrar of Joint Stock Companies

Certificate received by

*J. F. Hansman
for Busk & Melloe*

45 Lincoln's Inn Fields W. C.

29th April 1896