

41

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin

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



Company number

1473676

Name of Company  
57 EARLS COURT SQUARE MANAGEMENT Limited

I, Stanley Harold Davis  
of 15/17 City Road, London EC1Y 1AA

do solemnly and sincerely declare that I am a person named as director of the Company in the statement delivered under section 21 of the Companies Act, 1976

of 57 EARLS COURT SQUARE MANAGEMENT Limited

and that all the requirements of the Companies Acts 1948 to 1976 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 10 Sunbury Avenue  
Mill Hill  
London NW7

the 19th day of December  
One thousand nine hundred and 79

before me [Signature]  
A Solicitor empowered to administer oaths

Presentor's name, address and reference (if any)

For official use  
General section | Post room

Stanley Davis (Company Services) Limited  
International Company Registrations and Searches

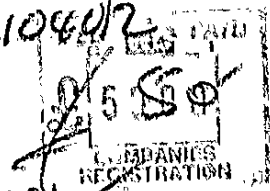


15/17 City Road, London EC1Y 1AA  
Telephone 01-259 6631 Telex 886605 DAVIS G  
LDE Box No. 274

THE COMPANIES ACTS, 1948 to 1976



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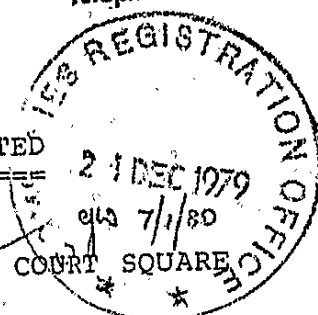
COMPANY LIMITED BY SHARES

STANLEY DAVIS (COMPANY SERVICES) LTD  
15/17 CITY ROAD  
LONDON, EC1Y 1AA  
Telephone 01-588 6631

MEMORANDUM OF ASSOCIATION

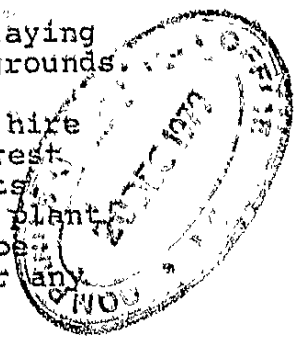
- of -

57 EARLS COURT SQUARE MANAGEMENT LIMITED



1. The name of the Company is "57 EARLS COURT SQUARE 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 acquire, manage, administer and deal with certain lands forming part of the freehold property known as 57 Earls Court Square, London SW5 (hereinafter called "the property") and to maintain in good order the common facilities and amenities at the property whether acquired by the Company or not, and to provide for the lighting by electricity or otherwise and cleaning and maintenance of the hallways, stairs, landings and other common parts in the property.
  - (B) To enter into Deeds, covenants, agreements, licences, leases 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 property and the residents thereof.
  - (C) To carry on the business of gardeners, horticulturalists, builders and contractors, caretakers and dealers in fertilisers, plants, turf, garden tools, lawns, mowers, machinery, stone, sand, lime, bricks, timber, iron, steel or requisities for the creation, landscaping, laying out and maintenance of gardens or pleasure grounds.
  - (D) To purchase, take on lease, or in exchange, hire or otherwise acquire for any estate or interest and dispose of any land, buildings, easements, rights, privileges, concessions, machinery, plant, chattels or property of any kind which may be deemed necessary convenient or desirable for any of the purposes of the Company.

STANLEY DAVIS (COMPANY SERVICES) LTD. F 10  
15/17 CITY ROAD  
LONDON, EC1Y 1AA  
Telephone 01-588 6631



- (E) 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 property or the residents thereof.
- (F) To take any gift or transfer of 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.
- (G) To borrow and secure the payment of money in such manner as the Company may think fit and to invest and deal with the monies of the Company not immediately required in any manner.
- (H) 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.
- (I) 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.
- (J) To sell, let or dispose of all or any of the property of the Company.
- (K) 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.
- (L) To employ agents, contractors, workmen and other persons for and in connection with the business of the Company.
- (M) 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 as ancillary to any of the above objects.
- (N) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company, or the issue of its capital, including brokerage and commissions and generally in connection with the conduct of its business and activities.

- (O) To vest any real or personal property rights or interests acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (P) To distribute among the members in specie or kind 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 is made except with the sanction (if any) for the time being required by law.
- (Q) To do all such other things as are incidental to or conducive to the attainment of the above objects or any of them or as are calculated to enhance the value or beneficial advantage of the property and their enjoyment by the residents.

AND it is hereby declared THAT the word "company" in this clause, except where used in reference to this Company, shall where the context so admits, be deemed to include any partnership or other person or body of persons, whether corporate or unincorporate, and whether resident in the United Kingdom or elsewhere; THAT, where the context requires words importing the singular number only shall include the plural number and vice versa and words importing the masculine shall include the feminine; AND THAT, the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where the context expressly requires) by reference to or inference from the terms of any other paragraph, the order in which they appear or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.

5. The share capital of the Company shall consist of One hundred and seventy-five pounds (£175.00) divided into Shares of £25 each one of such shares namely that subscribed hereby by ~~SPHERELANDS~~ LIMITED shall be numbered 1 and shall be the Management Share.

6. No person shall be admitted to membership of the Company other than the holder of the Management Share (who may direct a person or persons to be admitted as members of the Company notwithstanding that they are not Lessees) and the Lessees of the said flats at the property aforesaid. Section 23 of the Companies Act 1948 shall not apply to this paragraph.

7. While there are any flats in the property aforesaid remaining vested in Sphereland Limited or other reversioner for the time being in respect of which leases have not been granted the Management Share shall confer upon the holder the rights and privileges following that is to say:-

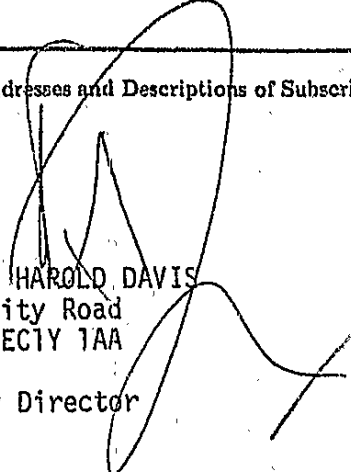
- (a) The right to the Management or business and control of the Company and he alone shall be capable of appointing and removing Directors of the Company.
- (b) The right at any meeting of the Company to be or to nominate the Chairman thereof.
- (c) The right on a poll or a show of hands to one more vote than the aggregate of votes conferred by all the other shares in the Company of which the holder of the Management Share is not the registered holder. Upon Sphereland Limited or its successor in title having divested itself of the last of the flats in the property aforesaid the Share numbered 1 shall cease to be called the Management Share conferring upon the holder the rights and privileges hereinbefore mentioned and shall be transferred to the Lessee acquiring the last of the flats in the property aforesaid in accordance with paragraph 5(b) of the Articles.

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

  
STANLEY HAROLD DAVIS  
15-17 City Road  
LONDON EC1Y 1AA

ONE

Company Director

ALAN RUTLAND  
15-17 City Road  
LONDON EC1Y 1AA

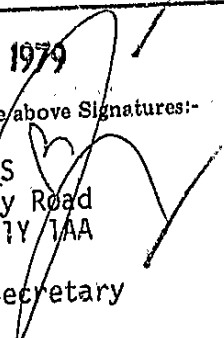
ONE

Office Manager

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3 DEC 1979

Witness to the above Signatures:-

  
RITA DAVIS  
15-17 City Road  
LONDON EC1Y 1AA

Company Secretary

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

1473678/4



ARTICLES OF ASSOCIATION

- of -

57 EARLS COURT SQUARE MANAGEMENT LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Part II of Table A in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. Clauses 2-7 (inclusive), 11-25 (inclusive), 29-46 (inclusive), 75, 77, 78, Proviso to 79, 82, 83, 87, 88(f), 93, 102, 103, 104, 107, 108, 109, 114-122 (inclusive), 128, 129 and 130 of Part I and 4 and 6 of Part II of Table A shall not apply to the Company.

3. In these Articles "Flat" shall mean one of the flats situate at the property known as 57 Earls Court Square, London SW5.

PRIVATE COMPANY

4. The Company is a Private Company within the meaning of the Act.

SHARE AND SHAREHOLDERS

5. (a) The Members of the Company who shall each hold one £25 share in the Company shall be the holder of the Management Share, one person or persons appointed by the holder of the Management Share as a member, such person or persons need not necessarily be a Lessee of a flat, and the Lessees for the time being of each flat.

(b) On completion of each lease of a flat (except the last one in time of such leases) the Lessee thereof shall apply for and be allotted by the Company one £25 share in the Company and in the case of the last one in time of such leases the Lessee thereof shall on completion of their respective lease be entitled to have transferred to them and shall accept a transfer of a share held by Sphereland Limited or its

successor in title and they shall be obliged so to transfer their share.

LIEN

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

TRANSFER OF SHARES

7. (a) Except as provided in Article 5 hereof with respect to the Management Share a share shall be transferred and may only be transferred upon or within one month of the assignment of the lease of the flat in respect of which it is held and to the person being or about to become by virtue of such assignment the lessee of such flat.

(b) The Price to be paid upon the transfer of a share shall in default of agreement between the transferor and the transferee within the period for transfer prescribed in sub-clause (a) of this Article be its nominal value.

(c) If the holder of a share refuses or neglects to transfer it in accordance with this Article the Chairman for the time being of the Directors, or failing him, one of the Directors duly nominated by resolution of the Board for that purpose, shall forthwith be deemed to be 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 person to whom it should be transferred under the provisions of this Article 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.

8. If the holder of any share dies or becomes bankrupt and his share at the date of such death or bankruptcy is not transferred to the person becoming entitled in consequence of such death or bankruptcy to the lease in respect of which such share is held the Directors may give notice in writing to the personal representatives or the trustees in bankruptcy or either the person or persons who have the right to transfer such share requiring



him or them to transfer such share in accordance with Article 7 hereof and if such notice shall not be complied with within one month thereof the provisions of sub-clause (c) of Article 7 hereof shall apply thereto in like manner as if the holder of the said share had neglected to transfer the same in accordance with the said Article.

9. If two or more persons are jointly lessees of a flat such persons shall jointly hold the share allotted or assigned in respect of that flat but they shall have only one vote in right of such share, and such vote shall be cast by the holder whose name first appears in the Register of Members or in the event of the death of such holder then the said vote shall be cast by the holder whose name next appears in the Register of Members in respect of the relevant share. For all other purposes of the Company such joint holders shall be deemed to be one person.

10. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

#### DIRECTORS

11. Until otherwise determined by a General Meeting the number of the Directors of the Company shall not be more than three in number. If at any time there shall be only one Director such person may act alone in exercising all the powers and authorities vested in the Directors.

12. The first Directors shall be the person or persons named in the statement delivered under Section 21 of the Companies Act 1976.

13. The only persons eligible to hold office as a director of the Company shall be a member of the Company or a person or persons appointed by the holder of the Management Share to act in such office, notwithstanding that such person or persons are not members of the Company. A member shall not be disqualified from becoming or remaining a director only by reason of his having attained 70 years of age or any other age.

14. 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 and he shall be reckoned in estimating a quorum when any such contract or arrangement is upon consideration; and Clause 84 of Part I of Table A shall be modified accordingly.

#### PROCEEDINGS

15. The quorum necessary for the transaction of any business at any General Meeting of the Company shall, unless otherwise determined by one third of the number of members for the time being of the Company or if the number of such members is not exactly so divisible, the next lowest number nearest to one third.

#### BORROWING POWERS OF DIRECTORS

16. 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, property and uncalled capital or any part thereof, and 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.

#### ALTERNATE DIRECTOR

17. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

#### AUDITORS

18. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Companies Act, 1948 and Section 14 of the Companies Act, 1967, and there shall be added at the end of Regulation 52 of Part I of Table A the words "otherwise than is referred to in Section 15(1) of the Companies Act 1976".

INDEMNITY

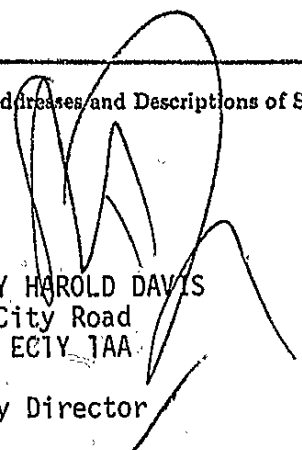
19. Subject to Section 205 of the Companies Act 1948, and in addition to such indemnity as is contained in Clause 136 of Part I of Table A every Director, officer or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

SECRETARY

20. The first Secretary of the Company will be the person named in the statement delivered under Section 21 of the Companies Act 1976.

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Names, Addresses and Descriptions of Subscribers

  
STANLEY HAROLD DAVIS  
15-17 City Road  
LONDON EC1Y 1AA

Company Director

ALAN RUTLAND  
15-17 City Road  
LONDON EC1Y 1AA

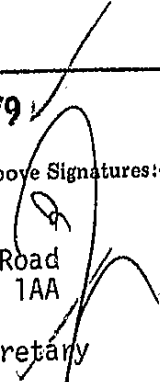
Office Manager



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3 DEC 1979

Witness to the above Signatures:-

  
RITA DAVIS  
15-17 City Road  
LONDON EC1Y 1AA

Company Secretary



THE COMPANIES ACTS 1948 TO 1976

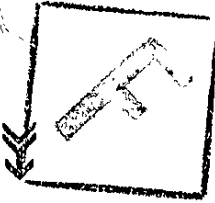
Form No. 1

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

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

Company number

1473676/5

Name of Company

57 EARLS COURT SQUARE MANAGEMENT Limited

\* delete if inappropriate

The intended situation of the registered office of the company on incorporation is as stated below

15/17 City Road, London, EC1Y 1AA

If the memorandum is delivered by an agent for the subscribers of the memorandum, please mark 'X' in the box opposite and insert the agent's name and address below

X

Stanley Davis (Company Services) Limited  
15/17, City Road,  
LONDON, EC1Y 1AA

If the spaces provided on page 2 are insufficient and use has been made of continuation sheets (see note 1), please enter in the box opposite the number of continuation sheets which form part of this statement

Presenter's reference (if any):

For official use  
General section

Post room

Stanley Davis (Company Services) Limited

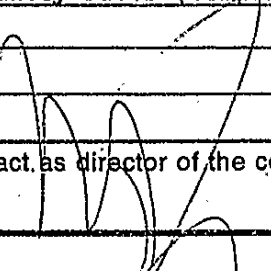
International Company Registrations and Searches



15/17 City Road, London EC1Y 1AA  
Telephone 01-688 3631 Telex 896605-DAVIS G

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 are as follows:

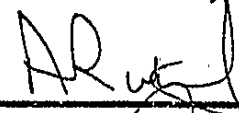
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Name (note 2)	Stanley Harold Davis	Business occupation	
Former name(s) (note 3)	NONE	Nationality	Company Director
Address (note 4)	15/17, City Road, London, EC1Y 1AA	Date of birth (where applicable) (note 6)	British
Particulars of other directorships (note 5)			
Stanley Davis (Company Services) Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date	3.12.79

**Important**  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

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:

Please do not write in this binding margin

Name (notes 2 & 7)	Alan Rutland		
Former name(s) (note 3)	None		
Address (notes 4 & 7)	15/17, City Road,, London, EC1A 1AA		
I hereby consent to act as secretary of the company named on page 1			
Signature		Date	3.12.79

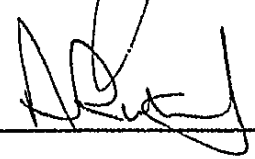
**Important**  
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Signed by or on behalf of the subscribers of the memorandum\*

\* as required by section 21(3) of the Companies Act 1976

Signature		[Subscriber] [Agent]†	Date	3.12.79
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† delete as appropriate

Signature		[Subscriber] [Agent]†	Date	3.12.79
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*copy*  
**CERTIFICATE OF INCORPORATION**

No. 1473676

I hereby certify that

57 EARLS COURT SQUARE MANAGEMENT LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the  
Company is Limited.

Given under my hand at Cardiff the

17TH JANUARY 1980

**E A WILSON**  
*Assistant Registrar of Companies*

