

# File Copy



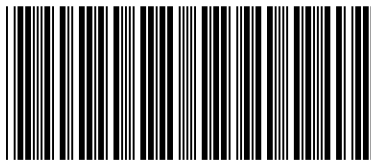
## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 5034164

The Registrar of Companies for England and Wales hereby certifies that  
1 WEST STREET GODMANCHESTER MANAGEMENT CO LIMITED

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 4th February 2004



N05034164Q



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

5034164

Company name

1 WEST STREET GODMANCHESTER  
MANAGEMENT CO LIMITED

I,

CREDITREFORM LIMITED

of

RUSKIN CHAMBERS  
191 CORPORATION STREET  
BIRMINGHAM  
B4 6RP

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

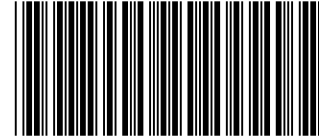


*Companies House*  
— for the record —

**10(ef)**

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

Received for filing in Electronic Format on the: **04/02/2004**



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*Company Name  
in full:* **1 WEST STREET GODMANCHESTER  
MANAGEMENT CO LIMITED**

*Proposed Registered  
Office:* **RUSKIN CHAMBERS  
191 CORPORATION STREET  
BIRMINGHAM  
WEST MIDLANDS  
B4 6RP**

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

*Agent's Name:* **PAGE JOHN, MARTIN**  
*Agent's Address:* **RUSKIN CHAMBERS  
191 CORPORATION STREET  
BIRMINGHAM  
WEST MIDLANDS  
B4 6RP**

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*Company Secretary*

*Name* **CREDITREFORM (SECRETARIES) LIMITED**

*Address:* **RUSKIN CHAMBERS  
191 CORPORATION STREET  
BIRMINGHAM  
B4 6RP**

*Consented to Act:* **Y**      *Date authorised* **04/02/2004**      *Authenticated:* **Y**

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*Director 1:*

*Name* **CREDITREFORM LIMITED**

*Address:* **RUSKIN CHAMBERS  
191 CORPORATION STREET  
BIRMINGHAM  
B4 6RP**

*Consented to Act:* **Y**      *Date authorised* **04/02/2004**      *Authenticated:* **Y**

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*Authorisation*

*Authoriser Designation:* **AGENT**    *Date Authorised:* **04/02/2004**    *Authenticated:* **Yes**

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**1 WEST STREET GODMANCHESTER**  
**MANAGEMENT CO LIMITED**  
**REGISTERED NUMBER**  
**INCORPORATED**

**MEMORANDUM AND**  
**ARTICLES OF ASSOCIATION**

**CREDITREFORM (UK) LTD**  
**RUSKIN CHAMBERS**  
**191 CORPORATION STREET**  
**BIRMINGHAM**  
**B4 6RP**  
**TEL: 0121 248 1066**  
**FAX: 0121 248 1050**

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
of  
1 WEST STREET GODMANCHESTER  
MANAGEMENT CO. LIMITED

1. The Company's name is 1 West Street Godmanchester Management Co. Limited.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:
  - (A) To acquire the freehold of land at 1 West Street, Godmanchester, Huntingdon, Cambridgeshire, together with the block of flats erected thereon.
  - (B) To act as an association of and for the owners of the said flats and to manage and administer the said property and in particular to provide such services for the residents thereof and to carry out such reconstruction, renewal, repairs, maintenance or renovation thereto as the Directors may consider or desirable and to provide or procure the provision of such services as may be required or expedient.
  - (C) To purchase or sell, to take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of for any estate or interest any real or personal property, and such other rights and interests in property as the Company shall think fit.
  - (D) To carry on any other trade or business whatever which, in the opinion of the Directors, can be advantageously carried on in connection with or ancillary to the business of the Company or is calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
  - (E) To borrow or raise or secure the payment of money for the purposes of or in connections with the business of the Company and to mortgage or charge the undertaking and all or any of the real and personal property and assets, present or future, of the Company upon such terms as the Directors may determine.

- (F) To invest and deal with the moneys of the Company not immediately required and hold and deal with any investment so made in such manner as the Directors may determine.
  - (G) To lend or advance money and give to credit and to enter into guarantees or indemnities of any kind, whether secured or unsecured, and whether in respect of its own obligations or those of some other person or company in such circumstances and upon such terms as the Directors may think fit.
  - (H) To remunerate any person, firm or company for services rendered, or to be rendered, to, or in connection with the conduct of the business of, the Company.
  - (I) To accept, draw, make, execute, discount or endorse bills of exchange, promissory notes, or other negotiable instruments.
  - (J) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company.
  - (K) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.
4. The income and property wheresoever and whensoever derived of the Company 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 profits, to the members of the Company. Provided that nothing herein shall prevent the payment in good faith, of remuneration to any officer or servant of the Company in return for any services actually rendered to the Company.
  5. The liability of the members is limited.
  6. The share capital of the Company is £4 divided into 4 shares of £1 each.

I, the subscriber of this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.

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NAME AND ADDRESS OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY THE SUBSCRIBER
JOHN, MARTIN PAGE Ruskin Chambers 191 Corporation Street Birmingham B4 6RP	Three

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Dated 04/02/04



THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
1 WEST STREET GODMANCHESTER MANAGEMENT CO.  
LIMITED

PRELIMINARY

1. In these articles:-

“flat” means a flat forming part of the said property referred to in Clause 3(1) of the Memorandum of Association of the Company.

“lease” means a lease of a flat

“owner” in relation to a flat means the Lessee of that flat holding under a lease or successor in title to such lessee.

“the Act” means the Companies Act 1985.

“Table A” means (Tables A to F) of the Companies Regulations 1985.

2. (a) Subject as hereinafter provided or except where inconsistent with the provisions hereinafter contained, the regulations contained in Table A shall apply to the Company.

(b) Regulations 24, 40, 64, 73, 74, 75, 78, 79, 80, 81, 102 to 108 inclusive, and 110 of Table A shall not apply to the Company.

ALLOTMENT TRANSFER AND TRANSMISSION OF SHARES

3. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited and the Company shall not have power to issue share warrants to bearers.

4. Subject as hereinafter provided and to any directions contained in any resolution or resolutions of the Company creating the same, the unissued shares of the Company shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the shares. The provisions of Section 89(1) and Section 90(1) to (6) of the act shall not apply to the Company. The maximum number of shares which may be allotted pursuant to this authority shall be the entire unissued authorized share capital of the Company and this authority will expire five years after the date of incorporation of the Company

provided that it may be extended for further periods of up to five years by ordinary resolution of the Company.

5. Except as to shares allotted and issued to the subscribers, a share in the Company shall only be allotted to an owner. Where a share has been allotted to an owner, such share shall be deemed to be allocated to such owner's flat.
6. (a) Each owner will retain any shares allotted to him whilst he remains an owner and on ceasing to be an owner will transfer such shares to the new owner and save except for the transfer by subscribers of shares in the Company, a share in the Company shall be transferred only upon or after a change in ownership of the flat to which the share has been allocated.  
  
(b) The prices to be paid upon the transfer of a share shall in default of agreement between the transferor and the transferee be its nominal value.  
  
(c) If upon the change of ownership of a flat the holder of the share allocated to that flat refuses after being requested in writing so to do by the Secretary of the Company or neglects after a period of one month after the date of such change of ownership to transfer such share in accordance with these Articles to the owner for the time being of that flat the Directors may by resolution appoint some person to transfer such share to the owner for the time being of such flat and a transfer by such persons shall be effective and the transferee or transferees shall be registered as the holder or holders of such share, and as against the former registered holder and all persons claiming through him, shall be absolutely entitled to the same. The Company may receive the purchase money on the transferors behalf and give good credit therefor.
7. The Directors may in their absolute discretion and without assigning any reason therefor decline to register a transfer of a share (whether or not it is a full paid share) but the Directors shall not refuse to register any transfer of a share pursuant to Article 6.

#### LIEN

8. In regulation 8 of Table A the words "(not being a fully paid share)" shall be deemed to be deleted.

#### PROCEEDINGS AT GENERAL MEETINGS

9. (a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, three members present in person shall be a quorum. Subject to the provisions of the Act a

resolution in writing signed by all of the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

(b) In regulation 59 of Table A, the second sentence shall be omitted.

## DIRECTORS

10.(a) Until otherwise determined by the Company in general meeting, the number of Directors shall not be less than two nor more than six. The first Directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with Section 10 of the act.

(b) Subject to the provisions of sub-clause (a) of the Article, the Directors shall have power at any time, and from time to time appoint any owner who is willing to be a Director either to fill a vacancy or as an additional Director.

11. The qualification of a Director (other than the first Directors who shall not be required to hold a qualifying share) shall be the holding of one share in the Company provided that if any director having so qualified shall cease to hold one share in the Company his appointment as a director shall automatically determine and his office of Director shall immediately be vacated.

12. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

## DIRECTORS INTERESTS

13. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This article shall have effect in substitution for regulations 94 to 98 inclusive of Table A which regulations shall not apply to the Company.

## ALTERNATE DIRECTORS

14. A Director shall have power to nominate in writing any person to act as his alternate Director at any meeting at which he is not present personally, and also power at his discretion by notice in writing to such alternate director and to the Company respectively to remove any such alternate director. Any alternate director shall be subject in all respects

to the terms and conditions existing with regard to the Directors of the Company, but shall not be entitled to any remuneration unless the Company in general meeting shall so authorize. Any instrument appointing an alternate director shall be delivered to and retained by the Company.

#### INDEMNITY

15. Subject to the provisions of Section 310 of the Act and in addition to such indemnity as is contained in regulations 118 of Table A, every Directors, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

#### SECRETARY

16. The first Secretary or Secretaries of the Company shall be the person or persons named as such in the statement delivered under Section 10 of the Act.

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NAME AND ADDRESS  
OF SUBSCRIBER

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JOHN, MARTIN PAGE  
Ruskin Chambers  
191 Corporation Street  
Birmingham  
B4 6RP

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Dated 04/02/04