

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 6115379

The Registrar of Companies for England and Wales hereby certifies that
SUTTON GATE MANAGEMENT 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 19th February 2007



N06115379J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

SUTTON GATE MANAGEMENT LIMITED

I, ANTON KENNETH LYNN ROYDE TAYLOR

of AMBERSHAM HOUSE, 61 NORTON ROAD, STOURBRIDGE, WEST MIDLANDS, DY8 2TB

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † [~~Solicitor engaged in the formation of the company~~] person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985 and 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.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

AKKT

Declared at

15-23 HAGLEY ROAD, STOURBRIDGE, WEST MIDLANDS, DY8 1QW

Day Month Year

On

13 2 2007

James E. O. Rousell
Solicitor
15-23 Hagley Road,
Stourbridge, DY8 1QW

† Please print name

before me †

JAMES EDWARD OWEN ROUSSELL

Signed

[Signature]

Date

13. 2.07

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite, but if you do, it will help Companies House to contact you if there is any query with the form. The contact information that you give will be visible to searchers of the public record.

Higgs & Sons

PO Box 15, Blythe House, 134 High Street, Brierley Hill,

West Midlands DY5 3BG Tel. 01384 342100

DX number 22751 DX exchange BRIERLEY HILL

When you have completed and signed the form and it has been stamped by the Inland Revenue please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh
or LP- 4 Edinburgh 2
for companies registered in Scotland



Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

SUTTON GATE MANAGEMENT LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

AMBERSHAM HOUSE
61 NORTON ROAD

Post town

STOURBRIDGE

County / Region

WEST MIDLANDS

Postcode

DY8 2TB

If the memorandum is delivered by an
agent for the subscriber(s) of the
memorandum mark the box opposite
and give the agent's name and address.

☐

Agent's Name

HIGGS & SONS SOLICITORS

Address

BLYTHE HOUSE
134 HIGH STREET

Post town

BRIERLEY HILL

County / Region

WEST MIDLANDS

Postcode

DY5 3BG

Number of continuation sheets attached

☐

You do not have to give any contact
information in the box opposite, but if you do,
it will help Companies House to contact you if
there is any query with the form. The contact
information that you give will be visible to
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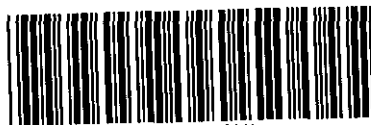
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or LP- 4 Edinburgh 2
for companies registered in Scotland

THURSDAY
F



A52

15/02/2007

444

COMPANIES HOUSE

Company Secretary (see notes 1-5)

Company name SUTTON GATE MANAGEMENT LIMITED

NAME

*Style / Title

MRS

*Honours etc

* voluntary details

Forename(s) RITA

Surname TAYLOR

Previous forename(s)

Previous surname(s)

Address ^{††}AMBERSHAM HOUSE
61 NORTON ROAD

Post town STOURBRIDGE

County / Region WEST MIDLANDS

Postcode DY8 2TB

Country ENGLAND

I consent to act as secretary of the company named on page 1

Consent signature

Date

12-2-07

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MR

*Honours etc

Forename(s) ANTON KENNETH LYNN ROYDE

Surname TAYLOR

Previous forename(s)

Previous surname(s)

Address ^{††}AMBERSHAM HOUSE
61 NORTON ROAD

Post town STOURBRIDGE

County / Region WEST MIDLANDS

Postcode DY8 2TB

Country ENGLAND

Day Month Year

Date of birth

Y

18

04

1945

X Nationality

BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

X SHAKESPEARE HOMES LTD.
STOURBRIDGE DY8 2TB
X

I consent to act as director of the company named on page 1

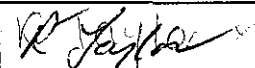
Consent signature

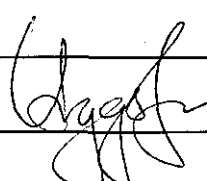
Date

12-02-2007

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

* voluntary details	NAME	*Style / Title	MRS	*Honours etc			
		Forename(s)	RITA				
		Surname	TAYLOR				
		Previous forename(s)					
		Previous surname(s)					
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	AMBERSHAM HOUSE 61 NORTON ROAD					
		Post town	STOURBRIDGE				
		County / Region	WEST MIDLANDS	Postcode	DY8 2TB		
		Country	WEST MIDLANDS				
			Day	Month	Year		
	Date of birth	x	13	05	1946	Nationality	BRITISH
	Business occupation	x COMPANY DIRECTOR					
	Other directorships	✓ SHAKESPEARE HOMES LTD STOURBRIDGE, DY8 2TB. x					
I consent to act as director of the company named on page 1							
	Consent signature					Date	12-02-2007

This section must be signed by				
Either an agent on behalf of all subscribers	Signed		Date	12/2/07
Or the subscribers (i.e those who signed as members on the memorandum of association).	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,

- a parent company which wholly owned the company making the return, or

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

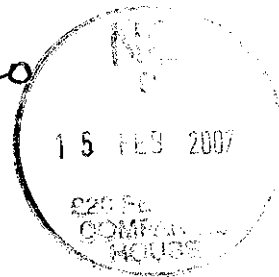
5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

Company Number:

6115329

014255 / 20

1274



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

SUTTON GATE MANAGEMENT LIMITED

THURSDAY



A52 15/02/2007 442
COMPANIES HOUSE

1. The name of the company is Sutton Gate Management Limited ("the Company").
2. The registered office of the company is to be situated in England and Wales.
3. The objects for which the company is established are:
 - 3.1. To acquire the freehold of a property known as Sutton Gate, Welshmans Hill, Sutton Coldfield, B73 6RS (Title No: WM889998) ("the Property") and to hold the Property as an investment for the benefit of the lessees of the flats and common areas comprised in the Property;
 - 3.2. To manage the Property and to collect the rents and income thereof and supply to the lessees the services undertaken by the lessor under the leases of the flats comprised in the Property and generally to discharge the duties of the freeholder of the Property from time to time;
 - 3.3. To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures, or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; 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.
 - 3.4. To pay all or any reasonable expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
 - 3.5. To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation 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.

- 3.6. To remunerate the directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.
- 3.7. To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to the Company's business.
- 3.8. To let on lease or on hire the whole or any part of the property of the Company on such terms as the Company may determine.
- 3.9. To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.
- 3.10. To carry on any other business which may seem to the board of directors capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.
4. The liability of the members is limited to the amount (if any) unpaid on the shares held by them.
5. No person shall be admitted to membership of the company other than the subscribers hereto and the lessees from time to time of the flats comprised in the Property holding under leases derived immediately out of the freehold interest of the Property, Section 17 of the Companies Act 1985 shall not apply to this clause.
6. The company's share capital is £100 divided into 100 shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and we agree to take the number of shares shown opposite our respective names:

Names and Addresses of Subscribers:	Number of Shares taken by each Subscriber:	Signature:
Shakespeare Homes Limited Ambersham House 61 Norton Road Stourbridge West Midlands DY8 2TB	One	AKK T/1 R Taylor

Dated this 12th day of FEBRUARY 2007

WITNESS to the above signatures:

Signature M. Hall	
Name MICHAEL HALL	
Address 101 ROMAN ROAD STOUR BRIDGE WEST HIPS DY76PR	
Occupation BUILDER.	

Company Number:

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
SUTTON GATE MANAGEMENT LIMITED

Incorporated:

1 Preliminary

1.1 In these Articles:

"the Act"	means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
"the Board"	means the board of directors from time to time of the Company.
"Table A"	means Table A in The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985. References to Regulations are to regulations in Table A.
"the Property"	the freehold property known as Sutton Gate, Welshmans Hill, Sutton Coldfield, B73 6RS comprised in title number WM889998 and partly in title number WM881959.
"Leaseholder"	a lessee for the time being any of the flats comprised in the Property.
"Lease"	any of the leases of flats at the Property and any subsequent leases granted over the Property by the Company to the Leaseholders.
"Leaseholders"	the leaseholders of flats at the Property from time to time.

- 1.2 Subject as hereinafter provided the regulations contained in Table A shall apply to the Company so far as the same are not excluded or varied hereby. Regulations 2-4 (inclusive), 8-22 (inclusive) the first sentence of Regulation 24, paragraphs (b), (c) and (d) of Regulations 32, Regulations 33, 34, 73-78 (inclusive), 88, the first sentence of 89 102-108 (inclusive) and 110 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.
- 1.3 Regulation 6 of Table A shall be modified by the deletion of the words "shall be sealed with the seal and" after the words "Every certificate" in the second sentence.
- 1.4 Regulation 32 shall be modified by the deletion of the word "ordinary" in the first line and the insertion of the word "special".
- 1.5 Regulation 40 of Table A shall be modified by the insertion at the end of that Regulation of the following proviso;" provided that if the company has only a single member, the quorum shall be one such person."

2 Capital

- 2.1 The share capital of the Company is £100 divided into 100 shares of £1 each.

3 Allotment of Shares

- 3.1 Save for the shares taken by the subscribers to the Memorandum of Association, the shares shall be allotted to the Leaseholders, one to each of them save that no share shall be allotted to any Leaseholder until such time as the said Leaseholder has paid to the Company such proportion as the Board may determine of the cost to the Company of acquiring the interest set out at Clause 3.1 of the Memorandum of Association, the costs of incorporation of the Company and any other legal or other costs directly associated therewith as the same may from time to time be shown in the Company's books of account.
- 3.2 The Directors are hereby unconditionally authorised for the purposes of section 80 of the Act to allot unissued shares in accordance with Article 3.1 up to the amount of the share capital of the Company at the time of its incorporation or (if such authority is renewed or varied by the Company in general meeting) within the period (not exceeding five years) authorised by the resolution renewing or varying such authority.
- 3.3 Section 89(1) and 90(1)-(6) (inclusive) of the Act shall not apply to the Company.

4 Transfer of Shares

- 4.1 A share shall be transferred to an assignee or transferee of a Lease and the transfer of the share shall take place contemporaneously with the assignment or transfer of the Lease.
- 4.2 If the holder of any share refuses or neglects to transfer it in accordance with Article 4.1, the chairman for the time being of the Company, or any Director nominated by

resolution of the Board for that purpose, is authorised in the name and on behalf of the holder to sign a transfer of that share to the person to whom it should be transferred and the Company may receive and give a good discharge for the purchase money (which shall be the par value of the share) and enter the name of the transferee in the register of members as the holder of the share so transferred.

- 4.3 On the surrender or forfeiture of a Lease the Leaseholder shall transfer his share to the chairman for the time being of the Company and if the Leaseholder refuses or neglects to transfer his share to such nominee on request, then Article 4.2 shall apply *mutatis mutandis*.
- 4.4 Nothing in Article 4.3 shall confer on the chairman of the Company or any other person a voting right in respect of the share(s) transferred in accordance with Article 4.3.
- 4.5 Save as authorised by these Articles no share shall be transferred and the Company shall refuse to register any purported transfer not in accordance with these Articles.
- 4.6 The liability of a member shall continue until a transferee duly applies to be registered in his place.

5 Joint Holders

- 5.1 If at any time more than one person is jointly entitled to a share they shall be entitled to only one vote in right of that share (but all such persons shall be entitled to speak at any general meeting) and such vote shall be cast by the holder whose name appears first in the register of members.
- 5.2 If at any time a share is held by more than one person and some or one only refuse or neglect to transfer the share in accordance with Article 4.1, then Article 4.2 shall apply *mutatis mutandis*.
- 5.3 If at any time a body corporate shall hold a share, the right to vote and speak in respect of that share shall belong to the nominee for the time being of the body corporate duly notified in writing to the secretary to the reasonable satisfaction of the board.

6 Transmission of Shares

- 6.1 In the event of any transfer of any share on death, bankruptcy or otherwise by operation of law, the personal representative, trustee in bankruptcy or other person entitled may apply to the Company to be registered as holder of the share in place of the member.
- 6.2 A chargee of a Lease or other person entitled by law to transfer it is hereby authorised to transfer, in the name of the holder of the corresponding share, such share to the person to whom it should be transferred and to receive and give a good discharge for the purchase money (which shall be the par value of the share).
- 6.3 The estate of a member shall continue to be liable for the obligations of the member

(and as though he continued to be such) until a transferee duly applies to be registered in his place.

7 Directors

7.1 The numbers of Directors of the Company shall be not less than two or more than four. The following persons shall be the first Directors;

1. Anton Kenneth Lynn Royde
Taylor
2. Rita Taylor

7.2 The Provisions of Table A as to the appointment and removal of Directors shall apply save that:

7.2.1 No Director shall at any time be required to retire or vacate his or her office of Director or be ineligible for re-appointment as a Director notwithstanding anything to the contrary contained in Table A;

7.2.2 It shall be a requirement of the holding of shares in the Company that the holder (or (i) in the case of two or more holders the first-named holder thereof or (ii) in the case of a body corporate the nominee notified to the Company in accordance with 5.3 above) shall be deemed to have offered himself for election as a Director and shall not at any time revoke that offer and each such separate shareholder shall be elected as a Director of the Company as soon as practicable after he shall have become such a shareholder;

7.2.3 Where two or more persons are jointly a Leaseholder and registered as members of the Company in respect of a Lease, only one of such persons in respect of such Lease shall be entitled to be appointed a Director of the Company; and

7.2.4 Where a body corporate is a Leaseholder and registered as a member of the Company in respect of a Lease, only the nominee of that body corporate shall be entitled to be appointed a Director of the Company; and

7.2.5 Except as provided in Article 7.1 above the office of Director shall ipso facto be vacated if the Leaseholder appointing the Director in accordance with Article 7.2.2 above ceases to be a Leaseholder.

7.3 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give a notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a simple majority of votes unless the question which is the subject of the vote either relates to expenditure over £100.00 in which case the question shall be decided by a majority of not less than 75% of votes of the directors present and voting. A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

7.4 The quorum for the transaction of the business of the directors shall be four directors.

8 Borrowing

8.1 The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets or any part thereof and to issue debentures, debenture stock and other securities as security for such money or for that debt, liability or obligation of the Company or any third party provided that no debt in excess of £100.00 may be incurred by the Company without prior approval of the Company in general meeting.

9 Secretary

9.1 The first Secretary of the Company shall be Rita Taylor.

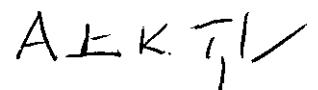

10 Subscriptions

10.1 The members of the Company shall from time to time and whenever called upon to do so pay to the Company a rateable proportion of the net amount of all costs and expenses (including any reasonable reserve) incurred or to be incurred by the Company, whether in relation to the management and running of the Company or under any Lease.

10.2 The directors shall from time to time determine the said net amount.

10.3 In this Article the expression "rateable proportion" shall mean the proportion specified in the respective leases of the members.

WE, the subscribers to these Articles of Association, wish to be formed into a Company pursuant to these Articles and we agree to take the number of shares shown opposite our respective names:

Names and Addresses of Subscribers:	Number of Shares taken by each Subscriber:	Signature:
Shakespeare Homes Limited Ambersham House 61 Norton Road Stourbridge West Midlands DY8 2TB	One	 

Dated this 12 day of FEBRUARY 2007

WITNESS to the above signatures:

Signature M. Hall	
Name MICHAEL HALL	
Address 101 ROMAN ROAD STOURBRIDGE WEST MIDS DY7 6PR	
Occupation BUILDER	