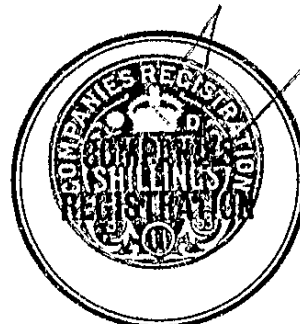


Number of
Company) 25492 / 1

Form No. 41.

THE COMPANIES ACT 1948.



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

GORDON HOUSE (SUNNINGDALE) MANAGEMENT COMPANY

LIMITED.

by

Langlois Harding & Co.,

170 Bishopsgate,

London, E.C.2.

The Solicitors' Law Stationery Society, Limited
Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, ARTHUR J. BLUM

of 170 Bishopsgate in the City of London, Solicitor

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am ("a Solicitor of the
Supreme Court engaged in the formation of

of GORDON HOUSE (SUNNINGDALE) MANAGEMENT COMPANY

Limited,

And that all the requirements of the Companies Act, 1948, 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 164 Bishopsgate
in the City of London

the 30th day of October
one thousand nine hundred and fifty
three

Arthur J. Blum

Before me,

R. G. de M. Blum

R. G. de M. BLUM

Notary Public for Ontario

Note.—This margin is reserved for binding and must not be written across.

THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 39.)

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

GORDON HOUSE (SUNNINGDALE) MANAGEMENT COMPANY



LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp Duty on the Nominal Capital is Ten 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 by

Langlois Harding & Co.,

170 Bishopsgate, London, E.C.2.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

GORDON HOUSE (SUNNINGDALE) MANAGEMENT COMPANY

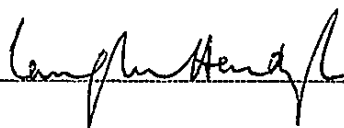
Limited,

is £ 100. 0. 0, divided into:

100 Shares of £1 each

----- Shares of ----- each

*Signature



Description Solicitors to the Company

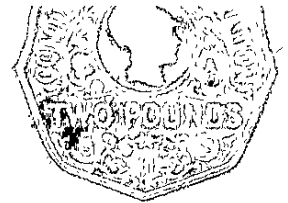
Dated the 30th day of October 1953, 1953

NOTE—This margin is reserved for binding and must not be written across.

=====
*This Statement should be signed by an Officer of the Company, or
by the Solicitor(s) engaged in the formation.



The Companies Act 1948.

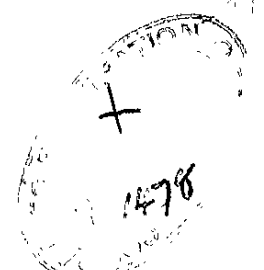


COMPANY LIMITED BY SHARES.

Memorandum of Association
OF

**GORDON HOUSE (SUNNINGDALE) MANAGEMENT
COMPANY LIMITED**

1. The name of the Company is "GORDON HOUSE (SUNNINGDALE) MANAGEMENT COMPANY 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 by purchase, lease, concession, grant, licence or otherwise, certain lands, houses or buildings known as Gordon House, Ridgemount Road, Windlesham in the County of Surrey, and any other lands, buildings, leases, underleases, rights, privileges, stocks, shares, debentures, debenture stock, bonds, obligations or securities of any Government, state or authority, or of any public or private company, corporate or incorporate or having its seat in any part of the British Commonwealth, as it is constituted at the time of investment, policies of assurance, and other property and rights and interest in property as the Company shall deem fit, but so that the Company shall not have power to deal or traffic in lands, buildings, leases, underleases, stock, shares, debentures, debenture stock, bonds, obligations, or securities, policies of life assurance or other of its property or assets, but may acquire the same for the purposes of investment only and with a view to holding and managing the same and receiving the income therefrom. If from time to time it shall be found necessary or advisable for the Company to realise all or any part of its property or assets, the Company shall



2

have power so to do, but any surpluses or deficiencies arising as or from such realisation shall be dealt with as capital surpluses not available for the payment of dividends or as capital deficiencies, which shall be charged against capital account.

- (B) To construct, erect and maintain either by the Company or other parties, sewers, roads, streets, drives, works, erections, and things whatsoever upon the lands acquired by the Company or upon other lands and generally to alter and improve the lands and other property of the Company.
- (C) To grant licences to any persons or company and on terms or in respect of any property of the Company and to let on lease any such property or any part or parts thereof and to provide such facilities for the licensees, occupiers or tenants thereof as are commonly provided in respect of a property of a like nature.
- (D) To lease or let the lands, shops, houses, buildings and other property of the Company. To undertake or direct the management of any property belonging to other persons and to transact on commission or otherwise the general business of land and estate agents, builders, architects and surveyors, rent collectors or brokers, factors or general agents, in respect of all classes of property both real and personal, and to act as trustee or receiver and to undertake any other office of trust.
- (E) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with any of the objects specified in this Memorandum, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property, or which it may be advisable to undertake with a view to developing or rendering valuable any property belonging to the Company, or in which the Company may be interested.
- (F) To guarantee or become liable for the contracts, engagements or obligations of any person, firm or corporation directly or indirectly concerned or interested in any business which the Company is authorised to carry on, and to procure the guarantee by any person, firm or corporation of any contract, engagement or obligation made by the Company.
- (G) To lend money to such persons, firms or

corporations on such terms as may seem expedient and with or without security.

- (H) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (I) To invest the moneys of the Company not immediately required, and any money which may be in hand or under the control of the Company, whether the property of the Company or on deposit or loan with it or otherwise at its disposal, upon such securities and in such manner as may from time to time be determined.
- (J) To raise or borrow or secure the payment of money in such manner and on such terms as may seem expedient, and in particular by the issue of mortgages, charges, notes, income, stock, bonds and certificates, debentures or debenture stock, perpetual or otherwise, and charged or not charged upon the whole or any of the undertaking and property of the Company, both present and future including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (K) To amalgamate with any other company or companies having objects altogether or in part similar to those of this Company.
- (L) To pay all or any part of the expense of and incident to the formation and establishment of the Company, and to remunerate any person, firm or corporation for services rendered, or to be rendered to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full, or in part or otherwise, and to indemnify the members of the Company or other persons, firms or corporations who undertake any liability on its behalf.
- (M) To do all or any of the above things in the United Kingdom or in any other part of the world, and either as principals, agents, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (N) To distribute any of the assets of the Company among the members in specie, but so that no distribution involving a reduction of capital shall be made without the sanctions required by law.
- (O) To do all such other things as are incidental or conducive to the attainment of the above objects.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each with power to increase the capital and to consolidate and sub-divide the same. The Shares in the original or any increased capital may be divided into several classes, or there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise.

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
<i>Denis James Walker</i> <i>16, Laurel Road,</i> <i>Welling, Kent.</i> <i>Solicitors Managing Clerk</i>	<i>One</i>
<i>James Jordan Potts</i> <i>8 Park Avenue</i> <i>Wood Green, London, N.22.</i> <i>Solicitors' Clerk.</i>	<i>One.</i>

DATED this 30th day of October 1953.

WITNESS to the above Signatures :-

By A. J. [illegible]
for the [illegible]
[illegible]
[illegible]



The Companies Act 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

GORDON HOUSE (SUNNINGDALE) MANAGEMENT
COMPANY LIMITED

1. Subject as hereinafter provided, the Regulations contained in Part I and Part II of Table "A" in the First Schedule to the Companies Act, 1948, shall apply to this Company.

2. Regulations 24, 53, 79, 84 and 88-97 (inclusive) of Part I of Table "A" shall not apply to the Company, but the remaining regulations of Part I of Table "A" subject to the modifications hereinafter expressed, together with regulations 2 to 6 inclusive of Table "A", Part II, and the Clauses hereinafter contained, shall be the Regulations of the Company.

TRANSFER AND TRANSMISSION OF SHARES

3. Notwithstanding anything contained in these Articles any shares may be transferred by a member or by the Executors or Administrators of a deceased member to any person or persons in whom becomes vested the lease from the Company in respect of a flat at Gordon House, Ridgemount Road, Windlesham, Surrey, which was previously vested in such member or deceased member.

GENERAL MEETINGS

4. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Part I of Table "A".

5. In regulation 58 (b) of Part I of Table "A" the word "two" shall be substituted for the word "three".

6. In regulation 5 of Part II of Table "A" there shall be inserted after the word "passed" the words "as an Ordinary Resolution".

DIRECTORS

7. The number of the Directors shall be not less than one nor more than ten. The Company in General Meeting may reduce or increase these limits.

8. The Directors shall not without the sanction of the Company in General Meeting

- (a) register the transfer of any share whether fully paid or not.
- (b) enter into any contract on behalf of the Company.
- (c) exercise the powers conferred on the Directors by regulation 80 of Part I of Table "A".

DISQUALIFICATION OF DIRECTORS

9. The office of a Director shall be vacated if the Director -

- (A) Resigns his office by notice in writing to the Company; or
- (B) Becomes bankrupt or insolvent, or compounds with his creditors; or
- (C) Is found lunatic or becomes of unsound mind; or
- (D) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Companies Act, 1948.

10. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy.

11. The Company may without prejudice to the provisions of Section 184 of the Companies Act, 1948 by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another person in his stead. In the case of a Managing Director the provisions of this clause as to removal shall be subject to the terms of any contract between him and the Company.

12. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out

of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in manner required by Section 199 of the Companies Act, 1948. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein. A Director may hold any other office of profit under the Company, except that of Auditor, upon such terms and conditions as to remuneration and otherwise as the Directors may arrange.

13. In regulation 78 of Part I of the Table "A", the words "unless the Company otherwise direct" shall be deleted.

NOTICES

14. Where a notice is sent by post it shall be deemed to have been served on the day on which it was posted, and Regulation 131 of Part I of Table "A" shall be modified accordingly. In every notice calling a Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy, and that a proxy need not also be a member.

ALTERNATE DIRECTORS

15. A Director who is abroad or about to go abroad may appoint any person to be an alternate Director during his absence abroad, and such appointee while he holds office as an alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly, but he shall not require any qualification nor shall he be entitled to any remuneration and he shall ipso facto vacate office if and when the appointor returns to the United Kingdom, or vacates office as a Director, or removes the appointee from office, and any appointment or removal under this clause shall be effected by notice in writing under the hand of the Director making the same.

INDEMNITY

16. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Denis James Walker
16, Manulot Road, Welling, Kent.
Solicitors Managing Clerk

James Jordan Potts
8 Park Avenue
Wood Green, London, N.22.
Solicitors Clerk.

DATED this 30th day of October 1951.

WITNESS to the above Signatures :-

W. J. Howland,
170 Bishopsgate,

London, E.C. 2
Secretary

DUPLICATE FOR THE FILE

No. 525492



Certificate of Incorporation

I Hereby Certify, That

GORDON HOUSE (SUNNINGDALE) MANAGEMENT COMPANY
LIMITED

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this Seventh day of
November One Thousand Nine Hundred and Fifty three

L. B. [Signature]
Registrar of Companies

Certificate }
received by } *William Geoffrey*

Langlois Harding & Co

Date 9-11-53