

FILE COPY



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

Company No. 4228290

The Registrar of Companies for England and Wales hereby certifies that
CHURCHWAY HOMES 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 June 2001



N04228290E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

4228290.

Company Name in full

CHURCHWAY HOMES LIMITED

I, DAVID STEVEN MATTHEWS

of 5 YORK TCE, NORTH SHIELDS

† Please delete as appropriate.

and ✓

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

Dad Matthe

Declared at

58 HOWARD STREET, NORTH SHIELDS

Day Month Year

On

29 - 5 2001

① Please print name.

before me ①

DOUGLAS MICHAEL DUNN

Signed

[Signature]

Date

29 MAY 2001

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

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel	
DX number	DX exchange

This:

A22
COMPANIES HOUSE

AUFHL156

0273
01/06/01

Form revised June 1998

When you have completed and signed the form 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

for companies registered in Scotland

DX 235 Edinburgh



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

CHURCHWAY HOMES
LIMITED

Proposed Registered Office

12 MAIN ROAD

(PO Box numbers only, are not acceptable)

CUTTHORPE

Post town

CHESTERFIELD

County / Region

Postcode

S42 7AH

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.

X

Agent's Name

D. MATTHEWS L.L.B.

Address

5 YORK TCE

Post town

NORTH SHIELDS

County / Region

Postcode

NE29 0EF

Number of continuation sheets attached

0

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

AGENT

Tel

DX number

DX exchange



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DX 235 Edinburgh

10

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>						
* Voluntary details	Forename(s)	<input type="text"/>								
	Surname	<input type="text"/>								
	Previous forename(s)	<input type="text"/>								
	Previous surname(s)	<input type="text"/>								
Address	<input type="text"/>									
Usual residential address	<input type="text"/>									
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>								
	County / Region	<input type="text"/>	Postcode	<input type="text"/>						
	Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<input type="text"/>								
	Business occupation	<input type="text"/>								
	Other directorships	<input type="text"/>								
		<input type="text"/>								
	I consent to act as director of the company named on page 1									
Consent signature	<input type="text"/>	Date	<input type="text"/>							

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed

D. Malt

Date

25 MAY 2001

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,

- 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.

000327

THE COMPANIES ACTS 1985 - 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

014501

CHURCHWAY HOMES LIMITED

1. The name of the Company is Churchway Homes Limited.
2. The registered office shall be in England & Wales.
3. The objects of the Company are, wheresoever in the world.
 - (i) To carry on any trade, business or profession whatsoever.



(ii) Without prejudice to the generality of the objects and the powers of the Company derived from clause 3(i) above, the further objects of the Company are as follows, each clause being construed independently of any other:

- (a) To acquire, create, hold and dispose of any property, investments, assets, obligations, liabilities or risks of whatsoever nature including, but in no way limited to: any interests in mortgages, charges, loans, debts and guarantees; any interests in land; any interests in contracts of insurance; any interests in licensing agreements; any interests whatsoever in any other company, firm or business whether having similar objects or not; any interests in financial instruments or finance-related arrangements whether for the Company or any other person or company.
- (b) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, registered designs, copyrights, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under licence or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (c) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (d) To act as agents, promoters or brokers and as trustees for any person, firm or company, for any purpose whatsoever, and to offer and perform sub-contracts.
- (e) To offer and perform the services of manufacturers, producers, repairers, recyclers, grinders, finishers, bakers, wholesalers, retailers, distributors, designers, importers, exporters, consultants, agents and suppliers of any product or service whatsoever, and in all cases to, or in conjunction or in partnership with, any person or company.
- (f) To offer, advise upon, and engage in any kind of commercial activities whatsoever including, but in no way limited to: property finance and management services; purchasing, developing, managing and selling any interests in property (whether personalty, chattels real or realty, and whether freehold, leasehold or otherwise); lending, hiring, borrowing anything (including money) whether with or without the granting or taking of security, and in all cases to, or in conjunction or in partnership with, any person or company.

(g) To offer, advise upon and engage in any kind of insurance, accountancy, taxation and financial services whatsoever, and any kind of consultancy, training, technical support, research, management, evaluation, investigation and marketing activities whatsoever, whether for the Company, the Company's clients or any other person or company. The Company may apply for and keep in force any kind of licence or authorisation related to its activities including, but not limited to, licences relating to banking, insurance, financial and professional services, entertainment, gaming, alcohol, dancing, music, accommodation, catering and marriages.

(h) To provide, or arrange or agree to provide, payment or benefits to or for any person or purpose, whether connected with the Company or not, if such payment is deemed by the board of directors to be desirable. Inadequate consideration or value given to the Company shall be no bar to such payments, and gifts (whether charitable or not) shall be within this clause.

(i) To purchase, offer and perform services, and buy and sell interests in goods, form and acquire subsidiary companies, become a subsidiary company, and do all other things incidental, conducive or beneficial to the affairs of the Company or promoting or managing its interests generally.

4. The liability of the Members is limited.

5. The Company's share capital is £1,000,000 divided into 1,000,000 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

SHARES TAKEN

Daniel Hadfield
12 Main Road
Cutthorpe
Chesterfield
S41 7AH

33

D. Hadfield

Bernard Hadfield
43 Holme Park Avenue
Upper Newbold
Chesterfield
S41 8XB

33

B. Hadfield

Linda Hadfield
43 Holme Park Avenue
Upper Newbold
Chesterfield
S41 8XB

33

L. Hadfield

TOTAL SHARES TAKEN: 99

Dated this 29th May 2001

D. Matthews

Settled & Witnessed by:
David Steven Matthews LL.B. (Hons)
5 York Terrace Coach Lane
North Shields NE29 0EF

THE COMPANIES ACTS 1985 - 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATIC



CHURCHWAY HOMES LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

THE SEAL

2. The obligation under clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.
3. The Company may exercise the powers conferred by section 39 of the Companies Act 1985 with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

GENERAL MEETINGS

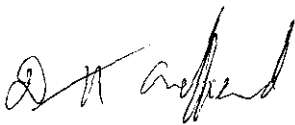
4. Any rule or article that declares a director holds office only until the next general meeting or annual general meeting shall not apply to the Company. No director shall be subject to automatic retirement at any general meeting, including any annual general meeting.
5. An instrument appointing a proxy shall be in writing and signed by the appointer but need not be in any particular form. It shall be delivered, to such place or person as the notice convening the meeting directs, not less than twenty four hours before the time for holding the meeting.
6. Save where the company has only one member, at least two members present (either personally or by proxy) shall be required for conducting business.

PROCEEDINGS OF DIRECTORS

7. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number shall be one.
8. The directors shall decide how many shall constitute a quorum, but while ever their number is reduced to one director then one director shall constitute a quorum for all purposes.
9. There shall be no upper or lower age limit for serving on the board of directors.
10. The directors shall not be required to retire by rotation and clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
11. A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
12. Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

ALLOTMENTS OF SHARES

13. The Company shall not issue any share, except those taken on incorporation, unless the allotment is authorised by special resolution of the Company. Any allotments authorised may include shares with such rights, obligations and restrictions as the special resolution directs.
14. No member shall be entitled to a proportionate share of any allotments made, or options granted, by the Company. Any such legal rule or article granting or acknowledging such rights (commonly described as rights of pre-emption) shall not apply to the Company and accordingly are hereby revoked and repealed.



Daniel Hadfield
Subscriber to the Memorandum



Bernard Hadfield
Subscriber to the Memorandum



Settled and Witnessed by:
David Steven Matthews LL.B. (Hons)
Company Law Expert
5 York Terrace
Coach Lane
North Shields
NE29 0EF



Linda Hadfield
Subscriber to the Memorandum

Dated this 29th May 2001