

**FILE COPY**



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

Company No. 4829971

The Registrar of Companies for England and Wales hereby certifies that  
ELDERBERRY COURT 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 11th July 2003



\*N04829971R\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Companies House

for the record

12

# Declaration on application for registration

Please complete in typescript,  
or in bold black capitals.

CHWP000

48299-11

Company Name in full

ELDENBERRY COURT MANAGEMENT  
LIMITED

I, GRANT SECRETARIES LIMITED

of 2nd Floor, Mountbarrow House, 12 Elizabeth  
Street, London, SW1W 9RB

† Please delete as appropriate.

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

*[Signature]*  
AUTHORISED SIGNATORY

Declared at

45 Lower Belgrave Street, London, SW1W 0LS

Day Month Year

On

09 07 2003

• Please print name.

before me •

DAVID SCOTT LINDARS

**HUTCHINSON MAINPRICE**  
**SOLICITORS**  
45 Lower Belgrave Street  
Belgravia  
London SW1W 0LS

Signed

*[Signature]*

Date

9th July 2003

† 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.

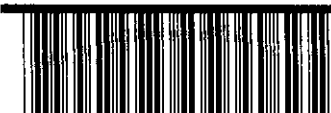
Moneypenny Management Limited, 12  
Elizabeth Street, London

SW1W 9RB

Tel 020 7730 0883

DX number

DX exchange



A34

\*A0BCFM1G\*

0671

COMPANIES HOUSE

10/07/03

Form revised June 1996

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.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of  
registered office

10

Company Name in full

ELOENBERRY COURT MANAGEMENT  
LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

2nd Floor, Mountbarrow House

12 Elizabeth Street

Post town

London

County / Region

Postcode

SW1W 9RB

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

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

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.

Moneypenny Management Limited, 12  
Elizabeth Street, London

SW1W 9RB

Tel 020 7730 0883

DX number

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A34

\*A03CGM1H\*

0670

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or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

## Company Secretary (see notes 1-5)

Company name

ELDERBERRY COURT MANAGEMENT LIMITED

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

GRANT SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address

2nd Floor, Mountbarrow House,

### Usual residential address

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

12 Elizabeth Street,

Post town

London

County / Region

Postcode

SW1W 9RB

Country

England

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

Consent signature

For Grant Secretaries Limited

Authorised Signatory

Date

8/7/03

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

GRANT DIRECTORS LIMITED

Previous forename(s)

Previous surname(s)

Address

2nd Floor, Mountbarrow House,

### Usual residential address

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

12 Elizabeth Street,

Post town

London

County / Region

Postcode

SW1W 9RB

Country

England

Day Month Year

Date of birth

1 0 1 2 1 9 9 3

Nationality

British

Business occupation

Company Formation Agent

Other directorships

No other directorships

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

Consent signature

For Grant Directors Limited

Authorised Signatory

Date

8/7/03

**Directors** (continued) (see notes 1-5)

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

**This section must be signed by**  
**Either**

**an agent on behalf  
of all subscribers**

**Signed**

**Date**

**Or the subscribers**

**Signed**

For Grant Directors Limited

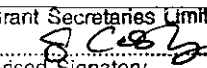
Authorised Signatory

**Date**

8/7/03
--------

**( i.e those who signed  
as members on the  
memorandum of  
association).**

**Signed**

For Grant Secretaries Limited

Authorised Signatory

**Date**

8/7/03
--------

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

COMPANY LIMITED BY SHARES

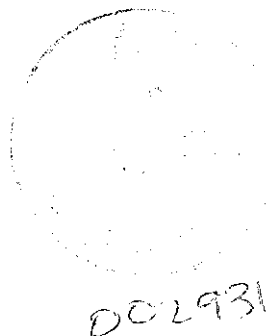
MEMORANDUM OF ASSOCIATION

OF

ELDERBERRY COURT MANAGEMENT LIMITED



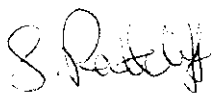

037091



1. The name of the company is ELDERBERRY COURT 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 the freehold land at 39B Bycullah Road, Enfield, EN2 8EU together with the block of 10 flats erected thereon and to grant or vary underleases of the said flats as provided for in the said lease.
  - (B) To act as an association of and for the owners of the leases 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 necessary 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 interest in property as the Company shall think fit.
  - (D) To carry on any other trade or business whatsoever 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 purpose of or in connection 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 to give 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 dividend, bonus or otherwise howsoever by way of profits, to members of the Company. Provided that nothing herein shall prevent the payment in good faith to any member 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 10 divided into 10 ordinary 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
<p><b>Grant Directors Limited</b></p> <p>2nd Floor, Mountbarrow House 12 Elizabeth Street London SW1W 9RB</p> <p>Company Director</p> 	ONE
<p><b>Grant Secretaries Limited</b></p> <p>2nd Floor, Mountbarrow House 12 Elizabeth Street London SW1W 9RB</p> <p>Company Secretary</p> 	ONE

Dated the 8<sup>th</sup> day of July 2003

WITNESS to the above signatures

Sara Costigan  
88 Arlington  
Ashford  
Kent  
TN23 4HL





THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

**ELDERBERRY COURT MANAGEMENT LIMITED**

**PRELIMINARY**

1. The Company is a private company and accordingly no shares or debentures may be offered to the public.
2. The regulation contained or incorporated in Table A set out in the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to the company save insofar as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the company.
3. In these Articles the expression "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
4. The following regulations of Table A shall not apply to the company videlicet 8,24,40,41,60,64,73,74,75,81,89,94 and 95.
5. In regulation 1 of Table A between the words "regulations" and "the Act" the words "and in any regulations adopting the same" shall be inserted.

**SHARES**

- 6.A The Shares in the capital shall be allocated to the individual flats (hereinafter called "the Flat") forming part of the property known as 16 Mexfield Road, London, SW16 2RQ. Each flat shall be allocated one share to be allotted to the lessee thereof and be the share referable to such Flat.
- B No person (other than a subscriber hereto) shall be entitled to hold a share or shares in the company unless such person is a lessee of a flat (hereinafter called "the permitted holder"). No sub-tenant or any person for whatever reason occupying a flat other than the lessee shall be entitled to a member of the company.
7. From time to time all such allotments and transfer of shares shall be made as may be necessary to ensure that every share is held by the permitted holder thereof.
8. A Shares shall be transferred and may only be transferred upon or immediately before a change in the ownership of the lease of the flat to which it is allocated and only to the person becoming or about to become the permitted holder thereof. A permitted holder shall in such circumstances be able to transfer the share referable to such flat.
- B The price to be paid upon the transfer shall in default between the transferor and transferee be the nominal value of the shares.
- C If the holder of Share ceases to be the owner of the lease of the Flat to which it is allocated but the share is not transferred to the permitted holder thereof (i) the Chairman for the time being of the

Directors or failing him one of the Directors duly appointed by the resolution of the Board shall forthwith be deemed to be the 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 shares to the permitted holder thereof and the company may receive and give good discharge for the purchase money and enter the name of the transferee in the register of members as the holder by the transfer of the said shares.

- D The Directors shall be bound to register transfers made in accordance with this Articles, but no other transfers shall be registrable.

#### LIEN

9. The company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the company shall also have a first and paramount lien on all shares standing registered in the name of a single person for all monies presently payable by him or his estate to the company, but the directors may at any time declare any share to be wholly or in any part exempt from the provisions of this regulation. The company's lien (if any) on a share shall extend to all dividends payable thereon.

#### NOTICE OF GENERAL MEETING

10. Every notice convening a general meeting shall comply with the provisions of Section 372 (3) of the Act as to giving information to the members in regard to their right to appoint proxies; and notice of all other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the company.

#### QUORUM OF MEMBERS

- 11.i) No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- ii) If a quorum is not present within half an hour for the time appointed for the meeting the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for such adjourned meeting, it shall be dissolved.

#### PROCEEDINGS AT GENERAL MEETINGS

- 12.i) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by particular majority, or lost or not carried by a particular majority and an entry to that effect containing the minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

- ii) Subject to the provisions of the Act any resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at general meetings, or by their duly appointed attorneys, shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held. Any such resolution may consist of several

instruments in the like form each executed by or on behalf of one or more of the members or their attorneys.

#### VOTES OF MEMBERS

13. Subject to any special rights or restrictions for the time being attached to any special class of shares in the capital of the company, on a show of hands every member personally present shall have one vote only and in the case of a poll every person who is present in person or by proxy shall have one vote for each ordinary share held by him.

#### PROXY

14. The instrument appointing a proxy shall be in writing in any usual common form, or such other form as may be approved by the directors, and shall be signed by the appointer or his attorney, duly authorised in writing, or if the appointer is a corporation shall be either under its common seal or under the hand of an officer or attorney so authorised. An instrument of proxy need not be witnessed.

#### DIRECTORS

- 15.i) The number of directors shall be determined by the company in general meeting but unless and until so fixed the minimum number of directors shall be one and there shall be no maximum number.
- ii) A director shall not require any share qualification, but shall nevertheless be entitled to attend and speak at any general meeting of the company or at any separate meeting of the holders of any class of shares of the company.
- iii) Any person may be appointed or elected as a director irrespective of whether or not he has attained the age of seventy years or any other age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.
- iv) In the event of the minimum number of directors fixed by or pursuant of these articles or Table A, being one, a sole director shall have authority to exercise all the powers and discretions by Table A or these articles expressed to be vested in the directors generally.
- v) The directors may, by power of attorney or otherwise appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

#### ALTERNATE DIRECTORS

- 16.i) Each director shall have the power to nominate any other director or any person approved for that purpose by resolution of the Board to act as alternate director in his place during his absence, and at his discretion to revoke such nomination, and on such appointment being made, each alternate director whilst so acting shall be entitled to exercise or discharge all the functions, powers and duties and undertake all the liabilities and obligations of the director he represents but shall not be entitled to receive any remuneration from the company. An alternate director shall have one vote for each director he represents, in addition to his own vote if he is a director, but shall not be counted more than once in the quorum. A nomination as an alternate director shall ipso facto be revoked if the appointer ceases for any reason to be a director.
- ii) Notice of all Board Meetings shall be sent to every alternate director as if he were a director of the company until revocation of his appointment.

- iii) The appointment of an alternate director shall be revoked and the alternate director shall cease to hold office whenever the director who appointed such alternate director shall give notice in writing to the secretary of the company that he revokes such appointment.

#### POWERS AND DUTIES OF DIRECTORS

- 17. The directors shall cause minutes to be made in books provided for the purpose:
  - (a) Of the names of the directors present at each meeting of the directors and any meeting of any committees of the directors.
  - (b) Of all resolutions and proceedings at all meetings of the company and of the directors and of any committee of the directors.
  - (c) Of all appointments of officers made by the directors.
  - (d) Of all documents sealed with the common seal of the company.

#### PROCEEDINGS OF DIRECTORS

- 18.i) The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.
- ii) A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

#### QUORUM OF DIRECTORS

- 19. The directors may from time to time fix a quorum necessary for the transaction of the business at meetings of the directors and unless so fixed the quorum shall be two except:

When the number of directors is without contravention of regulation 15 hereof, one: or when the only business of the meeting is to convene a meeting of the members;

When the quorum shall be one.

#### DIRECTORS BORROWING POWERS

- 20. The directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to Section 80 of the Act, to issue and create mortgages, charges, memoranda of deposits, debentures, debenture stock and other securities whether outright or as security for any debts, liability or obligation of the company or any third party.

#### INTEREST OF DIRECTORS

- 21. A director may, notwithstanding his interest, vote in respect of any contract or arrangement with the company in which he is interested, directly or indirectly, and be taken into account for the purposes of a quorum at a meeting at which such contracts or arrangement is considered, and retain for his own absolute use and benefit all profits and advantages accruing to him therefrom.

#### ROTATION OF DIRECTORS

22. Directors shall not be liable to retire by rotation.

#### DIRECTORS GRATUITIES AND PENSIONS

23. The directors on behalf of the company may exercise the powers of the company conferred by clause 20 of the Memorandum of Association of the Company and Regulation 87 of Table A to provide benefits with regard to gratuities, pensions and insurances for any director or member of his family.

#### DISQUALIFICATION OF DIRECTORS

24. The office of director shall be vacated if the director:
- i) Ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director.
  - ii) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or becomes of unsound mind.
  - iii) Resigns his office by notice in writing to the company.
  - iv) Is absent from directors meetings for six calendar months without reasonable excuse and without the consent of the other directors and they resolve that he vacate office.

#### THE SEAL

25. The Company may have a Seal if it so wishes. If the Company has a Seal, the Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, it shall be signed by a Director and by the Company Secretary or by a second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the company has a Seal.

#### INDEMNITY

26. Every director or other officer or auditor of the company for the time being shall be entitled to be indemnified out of the assets of the company against all costs, charges, expenses, 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 judgement is given in his favour or in which he is acquitted, or in connection with any application under Section 144 or Section 727 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 insofar as its provision are not avoided by Section 310 of the Act.

NAMES and ADDRESSES of SUBSCRIBERS

**Grant Directors Limited**

2nd Floor, Mountbarrow House  
12 Elizabeth Street  
London  
SW1W 9RB



Company Director

**Grant Secretaries Limited**

2nd Floor, Mountbarrow House  
12 Elizabeth Street  
London  
SW1W 9RB



Company Secretary

Dated the 8<sup>th</sup> day of July 2003

WITNESS to the above signatures:-

Sara Costigan  
88 Arlington  
Ashford  
Kent  
TN23 4HL

