

FILE COPY



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

Company No. 4491181

The Registrar of Companies for England and Wales hereby certifies that
HOLMESDALE MEWS 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 22nd July 2002



N04491181F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

0691181.
Holmesdale Mews Management Limited

I, **Duncan Hugh Foster**

of **Marlborough House, Millbrook, GUILDFORD**

† 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

Declared at


Marlborough House, Millbrook, GUILDFORD

On

Day	Month	Year
15	07	2002

● Please print name.

before me ●

Malcolm A H M Williamson

Signed


Date **15/7/2002**

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

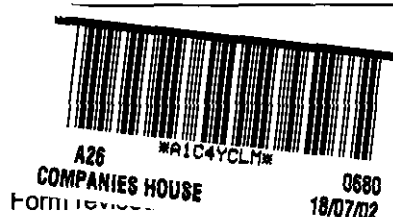
Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Alan Foster & Associates, Marlborough House, Millbrook, GUILDFORD

GU1 3YA Tel 01483 544700

DX number

DX exchange



rgc

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

10

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**

Company Name in full **Holmesdale Mews Management Limited**

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Marlborough House

Millbrook

Post town

Guildford

County / Region

Surrey

Postcode

GU1 3YA

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

1

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 a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

**Alan Foster & Associates, Marlborough
House, Millbrook, Guildford**

GU1 3YA

Tel **01483 544700**

DX number

DX exchange



A26

A1C4ZCLN

0679

18/07/02

COMPANIES HOUSE

A39

COMPANIES HOUSE

09/07/02

When you have completed and signed the form please send it to the
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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)

* Voluntary details

†† 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 principle office address.

Company name **Holmesdale Mews Management Limited**

NAME *Style / Title

Mr

*Honours etc

Forename(s) **Duncan Hugh**

Surname **Foster**

Previous forename(s)

Previous surname(s)

Address ††

Marlborough House

Millbrook

Post town **Guildford**

County / Region **Surrey**

Postcode **GU1 3YA**

Country **UK**

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

Consent

Date **8-7-2002**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Miss

*Honours etc

Forename(s) **Deborah Ann**

Surname **Banks**

Previous forename(s)

Previous surname(s)

Address ††

Wallside House

12 Mount Ephraim Road

Post town **Tunbridge Wells**

County / Region **Kent**

Postcode **TN1 1EG**

Country **UK**

†† 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 principle office address.

Day Month Year

Date of birth

2 3 0 8 1 9 7 7

Nationality **British**

Business occupation

Legal Executive Assistant

Other directorships

None

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

Consent signature

D. Banks

Date

24.6.02

Company Secretary (see notes 1-5)**Form 10 Continuation Sheet**

CHWP000

Company Name

Holmesdale Mews Management Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† 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 principle office address

☐

Post town

County / Region

Postcode

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

Mr

*Honours etc

Forename(s)

William Graham

Surname

Mackie

Previous forename(s)

Previous surname(s)

Address †

† 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 principle office address

☐

91 Foxley Lane

Post town

PURLEY

County / Region

Surrey

Postcode

CR8 3HP

Country

UK

Day Month Year

Date of birth

2 9 0 5 1 9 5 2

Nationality

British

Business occupation

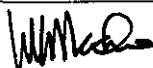
Solicitor

Other directorships

As attached list

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

Consent signature



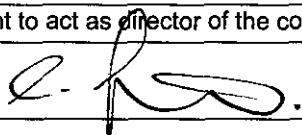
Date

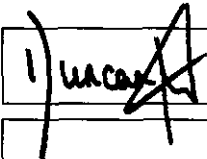
24/6/02.

Directors (see notes 1-5)

Please list directors in alphabetical order

† 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 principle office address.

NAME	*Style / Title	Miss		*Honours etc	
	Forename(s)	Clair Marie			
	Surname	Grant			
	Previous forename(s)				
	Previous surname(s)				
	Address †	Wallside House			
		12 Mount Ephraim Road			
	Post town	Tunbridge Wells			
	County / Region	Kent	Postcode	TN1 1EG	
	Country	UK			
	Date of birth	Day	Month	Year	Nationality
		0 7	0 6	1 9 7 3	British
	Business occupation	Legal Executive			
	Other directorships	as attached list			
	I consent to act as director of the company named on page 1				
	Consent signature			Date	24-6-02

This section must be signed by**Either****an agent on behalf of all subscribers****Signed****Date****Or the subscribers****(i.e those who signed as members on the memorandum of association).****Signed****Date**2-7-2002**Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Directorships Clair Marie Grant

Ferndale (TW) Management Limited
Hawthorns (AC) Management Limited
Kings Hill (D1) Management Limited
Langton Way (Blackheath) Management Limited
Little York Farm Management Limited
Pines (Orpington) Management Limited

Directorships William Graham Mackie

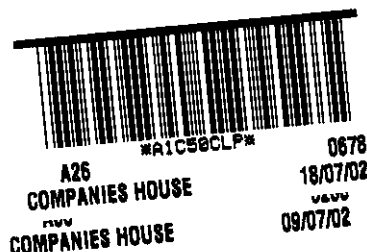
Ferndale (TW) Management Limited
Hawthorns (AC) Management Limited
Kings Hill (D1) Management Limited
Langton Way (Blackheath) Management Limited
Leybourne Lakes Management Limited
Little York Farm Management Limited
Pines (Orpington) Management Limited
Wates Construction Limited
Wates Group Services Limited
St David's (Purley) Educational Trust Limited

Resigned
Resigned

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

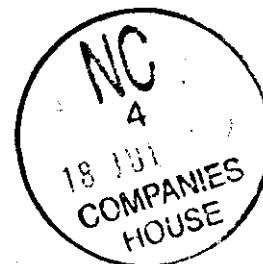


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OF

HOLMESDALE MEWS MANAGEMENT LIMITED

Incorporated •



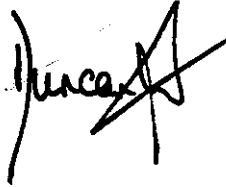
- 1 The company's name is Holmesdale Mews Management Limited.
- 2 The company's registered office is to be in England or Wales.
- 3 The company's objects are to manage, administer and provide services in relation to the common parts and grounds forming part of the residential development known as Holmesdale Mews, Ham Hill, Snodland and any other land and buildings and the company is to have the following powers:
 - 3.1 To purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections;
 - 3.2 To sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company;
 - 3.3 To purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
 - 3.4 To borrow or raise money on such terms and on such security as may be thought fit;
 - 3.5 To lend or advance money on such terms and on such security as may be thought fit;
 - 3.6 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
 - 3.7 To invest moneys of the company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;

- 3.8 To engage and pay any person or persons whether on a full-time or part-time basis and whether as consultant or employee to supervise, organise, carry on the work of and advise the company and to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants;
 - 3.9 To pay out of funds of the company the costs, charges and expenses of and incidental to the formation and registration of the company; and
 - 3.10 To do any other lawful things to attain the objects of the company or any of them.
- 4 The income and property of the company are to be applied solely towards the promotion of its objects and no portion of them is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the company and no director of the company is to be appointed to any office of the company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the company but nothing contained in this memorandum of association is to prevent any payment in good faith by the company of reasonable and proper remuneration to any member, officer or servant of the company for any services rendered to the company and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the company.
- 5 The liability of the members is limited.
- 6 Every member of the company undertakes to contribute to the assets of the company, if it is wound up while he is a member, or within 1 year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
- 7 If upon the winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property, it is to be paid to or distributed among the members of the company.

I, the subscriber to this memorandum of association wish to be formed into a company under this memorandum of association.

Name and address of subscriber:

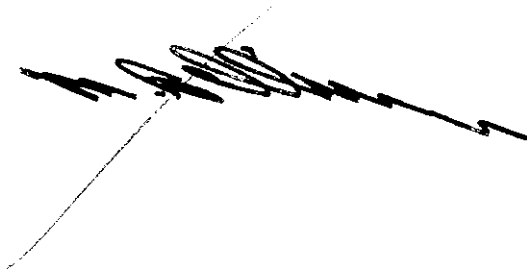
Duncan H Foster
Marlborough House
Millbrook
GUILDFORD
Surrey GU1 3YA



Dated the ²⁰ June 2002

WITNESS to the above signature

Malcolm A H M Williamson
3 Pickford Street
Aldershot
Hampshire GU11 1TY



THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
HOLMESDALE MEWS MANAGEMENT LIMITED

Incorporated •

1 DEFINITIONS

In these articles the following words and expressions are to have the meanings set opposite them:

- | | | |
|-----|-------------|---|
| 1.1 | Act | The Companies Act 1985 as amended prior to the incorporation of the company. |
| 1.2 | Estate | The residential development referred to in clause 3 of the company's memorandum of association. |
| 1.3 | Table A | Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended prior to the incorporation of the company. |
| 1.4 | Table C | Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended prior to the incorporation of the company. |
| 1.5 | Unit | A residential unit on the Estate. |
| 1.6 | Unit Holder | The owner of a Unit who if more than 1 person is to be deemed to be a single person for the purposes of these articles. |

2 INTERPRETATION

- 2.1 Except as provided in these articles, words and expressions which have particular meanings in Table C are to have the same meanings in these articles.
- 2.2 Headings in these articles are for convenience only and are not to affect its interpretation.

3 ADOPTION OF TABLE C

- 3.1 The regulations contained in Table C are, except where they are modified or

excluded by these articles or are inconsistent with them, to apply to the company.

3.2 Regulations 3 and 4 of Table C are not to apply to the company.

3.3 Regulations 65 to 69 inclusive, 87 and 118 of Table A (which are incorporated in Table C) are not to apply to the company.

4 MEMBERS

4.1 The subscriber to the memorandum of association of the company and the Unit Holders are to be members of the company. No other person is to be admitted a member of the company. Every Unit Holder who wishes to become a member is to deliver to the company an application for membership in such form as the directors require executed by him.

4.2 Membership is not to be transferable and is to cease on:

4.2.1 A member ceasing to be a Unit Holder; or

4.2.2 A member's death.

4.3 The directors may at their discretion terminate the membership of any member but the requirements of natural justice are to be respected and a member is to be entitled to be heard in his own defence by the directors or a committee of the directors.

4.4 The membership of the subscriber to the memorandum of association of the company is to cease on the date on which the common parts and grounds forming part of the Estate are transferred to the company.

4.5 The subscriber to the memorandum of association of the company is to have 100 votes and every other member of the company is to have 1 vote.

5 EXPENSES

The members are, whenever called upon by the company to do so, to contribute equally, or in such proportions as the directors may determine, to all expenses and losses which the company properly incurs on their behalf, and in respect of which they are not otherwise bound to contribute in their capacity as Unit Holders.

6 DIRECTORS

6.1 A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising out of that contract or arrangement, and if he does his vote is to be counted and he is to be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulation 94 of Table A (which is incorporated in Table C) is to be modified accordingly.

6.2 A resolution in writing under regulation 93 of Table A (which is incorporated in Table C) may consist of two or more documents in like form each signed by one

or more of the directors referred to in that regulation and it is to be modified accordingly.

- 6.3 Each director is to have power to nominate in writing (1) any other director, or (2) any person approved for that purpose by the other directors, to act as alternate director during his absence and at his discretion to remove such alternate director and on such appointment being made the alternate director is to, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other directors of the company and each alternate director, while so acting, is to exercise and discharge all the functions, powers and duties of the director whom he represents. An alternate director is immediately to cease to be an alternate director if his appointor ceases for any reason to be a director. Any director acting as alternate is to have an additional vote for each director for whom he acts as alternate.

7 BORROWING POWERS

The directors may exercise all the powers of the company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or security over its undertaking and property, or any part thereof, and to issue securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

8 GENERAL MEETINGS

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

9 COMPANY SEAL

The company need not have a common seal, and the directors may exercise all the powers of the company to execute, under the signature of any two of them or any one of them and the secretary, and deliver any documents so as to have the same effect as a deed.

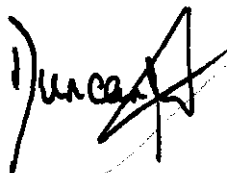
10 INDEMNITY

Every director or other officer of the company is 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 to them, 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 conjunction with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by

the court, and no director or other officer is to 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 to them. But this article is only to have effect in so far as its provisions are not avoided by section 310 of the Act.

Name and address of subscriber:

Duncan Hugh Foster
Marlborough House
Millbrook
GUILDFORD
Surrey GU1 3YA



Dated this ²⁶ June 2002

WITNESS to the above signature

Malcolm A H M Williamson
3 Pickford Street
ALDERSHOT
Hampshire GU11 1TY

