

COMPANY NUMBER: 2983493

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
OF  
LANGLEYBURY FIELDS  
LIMITED

PASSED ON THE: 26 OCTOBER 1994

AT A GENERAL MEETING OF THE ABOVE NAMED COMPANY, DULY CONVENED AND HELD AT:-

HARRINGTON CHAMBERS  
26 NORTH JOHN STREET  
LIVERPOOL  
L2 9RU

ON THE 26 DAY OF OCTOBER 1994

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

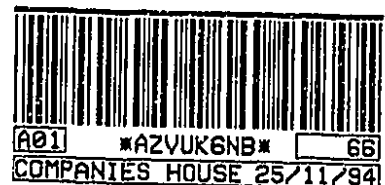
THAT THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY BE CHANGED TO READ AS ATTACHED:-

SIGNED: P. Kennedy  
DIRECTOR

DATE: 26 OCTOBER 1994

PRESENTED BY:-

THE COMPANY STORE LIMITED  
HARRINGTON CHAMBERS  
26 NORTH JOHN STREET  
LIVERPOOL  
L2 9RU



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The Companies Act 1985

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PRIVATE COMPANY LIMITED BY SHARES

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MEMORANDUM  
AND ARTICLES OF ASSOCIATION  
OF  
LANGLEYBURY FIELDS  
LIMITED

(A Private Company adopting table A with modifications)

Certificate Number: 2983493

Incorporated on the 26 day of OCTOBER 1994

THE COMPANY STORE LIMITED  
HARRINGTON CHAMBERS, 26 NORTH JOHN STREET, LIVERPOOL, L2 9RU FREEPHONE  
ORDERLINE: 0800 262662 (24HRS) QUERIES & HELPLINE 051-258-1258 FAX 051 236  
0653, D/X 14114

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The Companies Act 1985

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

LANGLEYBURY FIELDS

LIMITED

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1. The name of the Company is LANGLEYBURY FIELDS LIMITED
2. The Registered Office of the Company will be situated in England or Wales.
3. The objects of which the Company are established are:-
  - a) The management maintain repair service and administer residential block of flats parking spaces and ancillary areas forming part of the residential estate situate at Bury Hill, Hemel Hempstead in the county of Hertford and intended to be known as The Lockers Estate, Bury Hill aforesaid (hereinafter referred to as 'the Estate') and the gardens road common areas service roads and curtilage thereof for the time being and to acquire manage maintain repair service and administer and deal in other land and property of any tenure and to enter into any contracts leases or other documents for the furtherance of the aforesaid objects.
  - b) To erect construct renew repair maintain and renovate buildings of every description on any land of the Company or managed by the Company and to layout maintain and use such land for the purposes of common areas service roads gardens and amenity grounds and such other purposes as in the opinion of the Company can conveniently be combined with such uses aforesaid and permit such persons to use and enjoy the same for such consideration (if any) and on such terms and subject to such regulations as the Company shall from time to time determine.
  - c) To build construct alter improve replace maintain manage control or work any roads or buildings necessary for the Company's business or to join with others in doing any of the things aforesaid.
  - d) To purchase take on lease or in exchange hire or otherwise acquire and hold for any estate or interest and dispose of any land buildings easements rights privileges concessions machinery plant chattels and property of any kind.

- e) To borrow and raise money for the purpose of the Company and to invest such monies not immediately required upon such securities and in such manner as the Directors may from time to time determine
- f) To remunerate any person firm or company for services rendered or to be rendered in or about the formation of the Company or the conduct of its business including the appointment of managing agents for the Estate.
- g) To pay all the costs charges and expenses preliminary and incidental to the promotion formation and establishment and incorporation of the Company.
- h) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or as are calculated to enhance the value and beneficial advantage of the Estate and the buildings thereon by the owners and occupiers thereof.

It is hereby declared that the object of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not in any way be limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

5. The share capital of the Company is £2,000 divided into 2,000 ordinary shares of £1 each.

We, the several persons whose names, addresses and descriptions 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.

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Names, Addresses and Description of Subscribers	Number of Shares Taken by Each Subscriber
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Corporate Administration Services Limited Harrington Chambers 26 North John Street Liverpool L2 9RU	One
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Authorised Signatory:

Corporate Administration Secretaries Limited Harrington Chambers 26 North John Street Liverpool L2 9RU	One
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Authorised Signatory:

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Number of Shares	Two
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Dated this 3day of OCTOBER 1994

Witness to the above signature:

MISS E L COLEMAN  
Harrington Chambers  
26 North John Street  
Liverpool  
L2 9RU

Secretary

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The Companies Act 1985

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COMPANY LIMITED BY SHARES

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Articles of Association

OF

LANGLEYBURY FIELDS

LIMITED

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PRELIMINARY

1. The Regulations contained in Table A in the Companies (Table A to F) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby; that is to say, clause 3, 24 and 64 of Table A shall not apply to the company; and in addition to the remaining clause of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debenture of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

3. "The Act" herein referred to means the Companies Act 1985.

MEMBERSHIP

4. In this and the following Articles:-

"Dwelling" means a flat or maisonette, message or dwellinghouse comprised in any property for the time being managed by the Company pursuant to sub-clause (A) of clause 3 of the Memorandum of Association.

"Dwellingholder" means the person or persons to whom the Lease of a dwelling has been granted or assigned or who are the owners in fee simple of a dwelling; and so that, whenever two or more persons are for the time being joint dwellingholders of any one dwelling, they shall for all the purposes of these Articles be deemed to constitute one dwellingholder.

5. (A) The subscribers to the Memorandum of Association of the Company shall be duly registered as members of the Company in respect of the shares for which they have signed such Memorandum. Save as aforesaid no shares shall be allotted or transferred to any person who is not a dwellingholder.

(B) Subject to Sub-Article (A) hereof the shares shall be under the control of the directors and the directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Act) or the Company to the dwellingholders, and generally on such terms and in such manner as they think fit.

(C) The general authority conferred by sub-articles (B) hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the incorporation of the Company unless revoked or renewed by the Company in General Meeting.

(D) The directors shall be entitled under the general authority conferred by sub-article (B) hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

6. Subject to the provisions of part V of the Act the Company may:-

(A) Issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company of the holder thereof;

(B) Purchase its own shares (including any redeemable shares)

(C) Make a payment in respect of the redemption or purchase under Section 159 or (as the case may be) Section 162 of the Act of any of its shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares.

7. (A) If any dwellingholder parts with his interest in the dwelling held by him, or if his interest therein for any reason ceases and determines, he or in the event of his death, his legal personal representative shall transfer his share in the Company to the person or persons becoming dwellingholder of the said dwelling in his place.

(B) The price to be paid on the transfer of every share under this Article shall, unless the transferor and transferee otherwise agree, be its nominal value.

(C) If the holder of a share (or his legal personal representative) refuses or neglects to transfer it in accordance with this Article, one of the directors, duly nominated for the purpose by a resolution of the board, shall be the Attorney of such holder, with full power on his behalf and in his name to execute, complete and deliver a transfer of his share to the person or persons to whom the same ought to be transferred hereunder; and the Company may give a good discharge for the purchase money and enter the name of the transferee of the said share in the Register of members as the holder thereof.

8. If a member should die or be adjudged bankrupt, his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a member of the Company, provided he or they shall for the time being be the dwellingholder of the dwelling formerly held by such deceased or bankrupt members.

9. The directors may refuse to register any transfer of shares and shall so refuse in the case of any transfer made in contravention of the foregoing provisions.

#### GENERAL MEETINGS

10. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words ~"and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

11. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of directors. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles or Table A.

12. The first director of directors of the Company shall be the person or persons named in the statement delivered under Section 10 of the Act. If the instrument of appointment of a director so provides, he shall be a permanent director and not subject to retirement by rotation; and Clause 73 to 77 (inclusive) of Table A shall not apply to any permanent director.

13. A director shall not be required to hold any share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.

14. 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 to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

15. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.

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

#### ALTERNATE DIRECTORS

17. Any director may appoint any person approved by the board to be an alternate director and may at any time revoke any such appointment. An alternate director shall be entitled to receive notice of and to attend and vote at meetings of directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this article shall be in writing under the hand of the director making the same.

#### EXPENSES

18. The members shall from time to time, and whenever called upon by the Company so to do, contribute equally, or in such proportions as the directors may determine, to all expenses and losses which the Company shall properly incur on their behalf, and in respect of which they are not otherwise bound to contribute in their capacity as members.

#### INDEMNITY

19. The indemnity contained in Clause 118 of Table A shall be extended by this addition at the end of the words "or in respect of his resignation from the office of director".

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NAMES AND ADDRESSES OF SUBSCRIBERS

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Corporate Administration Services Limited  
Harrington Chambers  
26 North John Street  
Liverpool  
L2 9RU

Authorised Signatory:

Corporate Administration Secretaries Limited  
Harrington Chambers  
26 North John Street  
Liverpool  
L2 9RU

Authorised Signatory:

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Dated this 3day of OCTOBER 1994

Witness to the above

MISS E L COLEMAN  
Harrington Chambers  
26 North John Street  
Liverpool  
L2 9RU

Secretary