

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with
the requirements of the
Companies Acts 1948 to 1976 on
application for registration
of a companyPursuant to section 15 (2) of the Companies Act 1948 as
amended by the Companies Act 1976Please do not
write in this
binding margin

For official use

1380855

Please complete
legibly,
preferably in
black type or
bold black
lettering.
*Delete if
inappropriate.

Name of Company

THE WOODFINES (EMERSON PARK) MAINTENANCE

Limited*

I, HOWARD THOMAS

of 70/74, CITY ROAD, LONDON, EC1Y 2DQ

‡ Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland "a
Solicitor")
engaged in the
formation of
the company,
or a person
named in the
statement
delivered under
section 21 of the
Companies Act
1976 as a director
or secretary of the
company.do solemnly and sincerely declare that I am ‡ A PERSON NAMED IN THE STATEMENT
DELIVERED UNDER SECTION 21 OF THE COMPANIES ACT 1976 AS SECRETARY

of THE WOODFINES (EMERSON PARK) MAINTENANCE

Limited*

and that all the requirements of the Companies Acts 1948 to 1976 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 11 Brems Buildings

in the City of London EC4

the 7th day of JULY
One thousand nine hundred and Seventy Eight.

before me N. V. M. M. Day

A Commissioner for Oaths ‡

‡ for Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths.Presentor's name, address
and reference (if any):

For official use

General section

Post room

085704/S

1380855

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

THE WOODFINES (EMERSON PARK)
MAINTENANCE LIMITED

1. The name of the Company is "THE WOODFINES (EMERSON PARK) MAINTENANCE LIMITED".

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(A) (i) To ~~take a lease of~~ The Woodfines, Emerson Park, Hornchurch in the London Borough of Havering (with the exception of those parts being flats which are to be leased to individual tenants) from D. L. and P. Luck Limited for a term of 99 years from the 24th day of June 1978 at a ground rent of £1 per annum.

(ii) To join with the lessees to maintain The Woodfines including the roofs, foundations, main walls, main timber floors, drains, sewers, gutters, pipes, wires, roads, foot-paths, ways, boundary walls, fences, gardens, lawns, landings, common staircases, passages and access ways the common television aerials and all other parts thereof in good and substantial repair order and condition and where necessary properly painted.

(iii) To ensure so far as possible the carrying out and due performance by all members of the Company of the covenants and conditions contained in the respective leases of any part or parts of The Woodfines aforesaid.

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

CO/HT/ST/SF/MULLIS

9325

(C) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(D) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(E) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

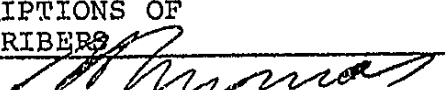
(F) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each.

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
--	---


H. THOMAS,
70/74 City Road,
London EC1Y 2DQ.

ONE

Company Registration Agent

D. O'HARE,
70/74 City Road,
London EC1Y 2DQ.

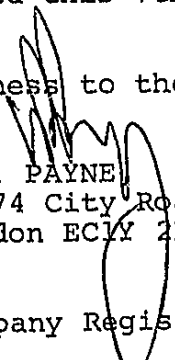
ONE

Company Registration Agent



Dated this 7th day of July 1978

Witness to the above Signatures:-


W.R. PAYNE,
70/74 City Road,
London EC1Y 2DQ.

Company Registration Agent

1380855 / 4

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

THE WOODFINES (EMERSON PARK)
MAINTENANCE LIMITED

1. Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 24, 53, 75, 77 and 88 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") and regulation 5 of Part II of Table A shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and regulations 2, 3, 4 and 6 of Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.
3. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act, and provided also that the Directors shall decline to register as a shareholder any persons who shall not be a lessee either alone or jointly with any other lessees of the maisonettes/flats and car parking spaces in Menthone Place Horchurch in the London Borough of Havering but without prejudice to the generality of the foregoing.
4. The Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members or to any class of members. If any such direction is given, such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the share offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company, and the Directors may, in like manner,

dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. In regulation 11 of table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

6. The proviso to regulation 32 of Part I of Table A shall be omitted.

7. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than five. The following shall be the first Directors of the Company, that is to say- Cedric Lionel Mullis and Peter Scott Kendal.

8. Other shareholders in the Company shall serve as a Director of the Company for a period of at least two years. The Directors shall be appointed in alphabetical order. In the event of any shareholder not wishing to serve as a Director he or she may appoint another shareholder in his or her place or alternatively any other person who is acceptable to the majority of the existing Directors.

9. The proviso to regulation 79 of Part I of Table A shall be omitted.

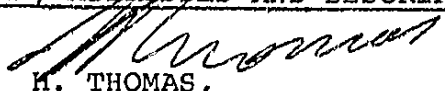
10. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

11. The office of a Director shall be vacated-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

12. The first Secretary of the Company shall be Howard Thomas.

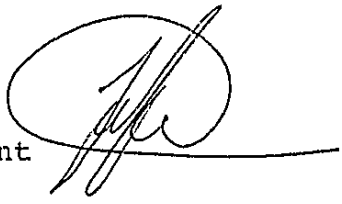
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


H. THOMAS,
70/74 City Road,
London EC1Y 2DQ.

Company Registration Agent

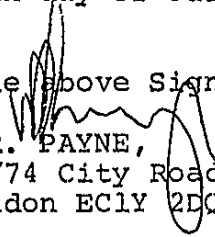
D. O'HARE,
70/74 City Road,
London EC1Y 2DQ.

Company Registration Agent



Dated this 7th day of July 1978

Witness to the above Signatures:-


W.R. PAYNE,
70/74 City Road,
London EC1Y 2DQ.

Company Registration Agent.

THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and secretary and intended situation of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

1

Please do not
write in this
binding margin

Please complete
legibly, preferably
in black type, or
bold black lettering

*delete if
inappropriate

Company number

1380855/5

Name of company

THE WOODFINES (EMERSON PARK) MAINTENANCE

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

WYRA HOUSE, 30 WYRA CLOSE
SOUIN END RD
WORNCHURCH, EX.

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

Overseas Services Limited
MARSHALLS CHAMBERS
80A SOUTH STREET
TOMFORD, RM1 1QD
London, EC1Y 2GD

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presentor's
reference (if any) :

For official use

General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin

Name (note 2)	Peter Scott Kendal	Business occupation
Former name(s) (note 3)		Nationality
Address (note 4)	Astra House, 30 Astra Close, Hornchurch, Essex.	British
Particulars of other directorships (note 5)		Date of birth (where applicable) (note 6)
D., J. & P. Luck Ltd.,		
Menthone Place Ltd.,		
Astra Court Ltd.,		
I hereby consent to act as director of the company named on page 1		
Signature <i>Peter Scott Kendal</i>		Date 7/7/78

Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page before completing this part of the form

Name (note 2)	Cedric Lionel Mullis	Business occupation
Former name(s) (note 3)		Solicitor
Address (note 4)	Marshall's Chambers, 80a South Street, Romford, Essex.	Nationality
Particulars of other directorships (note 5)		British
Mays Sheet Metal Works Ltd.,		Date of birth (where applicable) (note 6)
Menthone Place Ltd.,		
Stonegrave Ltd., Astra Court Ltd.,		
I hereby consent to act as director of the company named on page 1		
Signature <i>Cedric L. Mullis</i>		Date 7/7/78

Name (note 2)		Business occupation
Former name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
I hereby consent to act as director of the company named on page 1		
Signature		Date

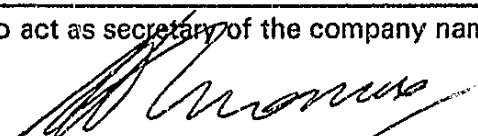
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Important

The particulars
to be given are
those referred to
in section 21(2)(b)
of the Companies
Act 1976 and
section 200(3) of
the Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

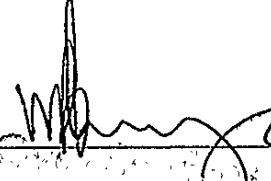

Name (notes 2 & 7)	
HOWARD THOMAS	
Former name(s) (note 3)	
Address (notes 4 & 7)	
70/74, CITY ROAD,	
LONDON, EC1Y 2QD.	
I hereby consent to act as secretary of the company named on page 1	
Signature 	Date 7/7/78

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature 	Date

*as required by
Section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

†delete as
appropriate

Signature 	[Subscriber] [Agent]†	Date 7-7-78
Signature 	[Subscriber] [Agent]†	Date 7-7-78



CERTIFICATE OF INCORPORATION

No. 1380855

I hereby certify that

THE WOODFINES (EMERSON PARK) MAINTENANCE LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the

27TH JULY 1978

A handwritten signature in cursive script, appearing to read 'P. Walker'.

P. WALKER

Assistant Registrar of Companies