



00113893

21

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

This form should be completed in black

Company name (in full)

CN

for official use

Peninsula Property Developments Ltd

Registered office of the company on incorporation

RO

32b Quarter Road

Post Town Cloughy

County/Region County Down

Postcode BT22 1JF

If the memorandum is delivered by an agent for the  
subscribers of the memorandum mark 'x' in the box  
opposite and give the agents name and address

☐

Name

RA

Post Town

County/Region

Postcode

Number of continuation sheets attached

☐

To whom should Companies Registry direct any  
queries about the information shown on this form?

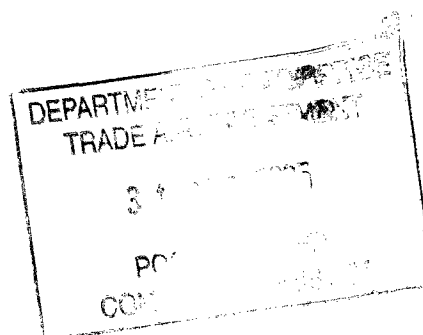
Businesslegal Limited 9 Holgrave Close, High Legh  
Knutsford Cheshire

Telephone 01925757887

Postcode WA16 6TX

Extension

RECEIVED  
COMPANIES REGISTRY  
POST 2005

[www.companiesregistry-ni.gov.uk](http://www.companiesregistry-ni.gov.uk)

**Company Secretary**

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

CS

Businesslegal Secretaries Limited

AD

9 Holgrave ClosePost town KnutsfordCounty/Region CheshirePostcode WA16 6TXCountry England

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

**Consent signature**

Signed

Date

20/10/05

*as authorised officer for Businesslegal Secretaries Limited*

**Directors**

Please list directors in alphabetical order.

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

CD

Businesslegal Limited

AD

9 Holgrave Close, High LeghPost town KnutsfordCounty/Region CheshirePostcode WA16 6TXCountry England

Date of birth

DO

Nationality

AD

Business occupation

OC

Other directorships

OD

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

**Consent signature**

Signed

Date

20/10/05

*as authorised officer for Businesslegal Limited*

\*Voluntary details

## Directors (continued)

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

\*Voluntary details

**Consent signature**

CD

AD

Post town

County/Region

Postcode

Country

DO

Nationality

AD

OC

OD

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

Signed

Date

Delete if the form is signed by the subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form is signed by an agent on behalf of all the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

* Signed	<i>Michael Parrell</i>	Date	<i>20/10/09</i>
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

\* as authorised officer for  
*Business Legal Limited.*



00113892

G

COMPANIES FORM No 23

CR 20

**Statutory Declaration of compliance with requirements on application for registration of a company**

23

Please do not write in this margin

Pursuant to Article 23(3) of the Companies (Northern Ireland) Order 1986.

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

To the Registrar of Companies

For official use

For official use

Name of company

\* Peninsula Property Developments Ltd

\* insert full name of company

I Michael Farrell  
of 9 Holgrave Close, High Legh, Knutsford Cheshire WA16 6TX

^ delete as appropriate

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~]<sup>157</sup> [person named as director or secretary of the company in the statement delivered to the registrar under Article 21(2)]^ and that all the requirements of the above Order 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 provisions of the Statutory Declarations Act 1835.

Declared at LYMM, CHESHIRE

Declarant to sign below

HOWARD FITTON  
FITTON DOWELL SOLICITORS  
THE DINGLE  
LYMM  
CHESHIRE  
WA13 0AG  
TEL: 01925 757565  
FAX: 01925 757535

the 24<sup>th</sup> day of October  
Two thousand and five  
before me 10760

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Michael Farrell as  
authorised officer  
for Businesslegal  
limited

Presenter's name, address and reference (if any):

Businesslegal Limited  
9 Holgrave Close, High  
Legh, Knutsford  
Cheshire  
WA16 6TX

For official use

Public Office

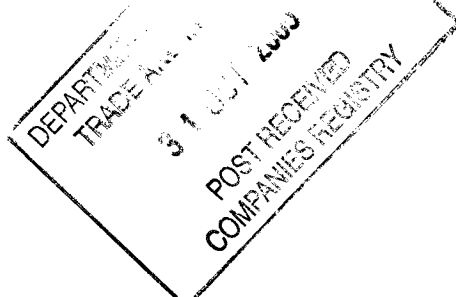
New Companies Section

DEPARTMENT OF ENTERPRISE  
TRADE AND INVESTMENT

24 OCT 2005

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COMPANIES REGISTRY

www.companiesregistry-ni.gov.uk





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**COMPANY LIMITED BY SHARES**

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**Articles of Association****OF****Peninsula Property Developments Ltd**

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1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations (Northern Ireland) 1986 (hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company.

3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

4. At the date of the adoption of these Articles the capital of the Company is £1000 divided into 1000 Ordinary Shares of £1 each.

5. (a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Article 90(2) of the Companies (Northern Ireland) Order 1986) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on 1<sup>st</sup> March 2010 unless renewed, varied or revoked by the Company in general meeting in accordance with Article 90 or Article 90a of the Order.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

6. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid by reason of any other difficulty in apportioning the same, cannot in the opinion of the directors be conveniently offered in manner hereinbefore provided.

(b) By virtue of Articles 101 (1) of the Companies (Northern Ireland) Order 1986, Article 99(1), 100(1) to (5) or 100(6) inclusive of that shall not apply to the Company.

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (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 (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys 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 part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

8. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.

9. The following sentence shall be added to the end of Regulation 29 of Table A :- In the event of the death of a sole member who is also the sole director, but in no other circumstances, the personal representatives of the deceased member shall have the right to call an extraordinary general meeting and vote in a new director or directors but shall have no other voting powers.

10. In accordance with Article 380(3) of the Companies (Northern Ireland) Order 1986 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.

11. Regulation 40 of Table A shall be amended by the insertion of the following sentence "In the case of a single member company a quorum shall consist of one member." In Regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved."

12. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of directors shall be one. 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 and by Table A and Regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to Article 21 of the Companies (Northern Ireland) Order 1986.

13. The Company shall not be subject to Article 301 of the Companies (Northern Ireland) Order 1986., 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.,

14. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

15. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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Businesslegal Limited  
Registered office situate at Holgrave House,  
9 Holgrave Close, High Legh, Knutsford,  
Cheshire. WA16 6TX



---

Michael Farrell  
Authorised signatory on behalf of Businesslegal Ltd

Dated this 20th day of October 2005

Witness to the above Signatures:-



HOWARD FITTON  
FITTON DOWELL SOLICITORS  
THE DINGLE  
LYMM  
CHESHIRE  
WA13 0AG  
TEL: 01925 757565  
FAX: 01925 757535





00130458

*Companies (Northern Ireland) Order 1986*

COMPANY LIMITED BY SHARES

**Memorandum of Association**

Of

**Peninsula Property Developments Ltd**



1. The Company's name is "Peninsula Property Developments Limited."
2. The Company's registered office is to be situated in Northern Ireland.
3. The Company's objects are:-
  - (A)(1) To carry on business as a general commercial company
  - (2) Without prejudice to the generality of the objects and powers of the company derived from article 14a of the Companies (Northern Ireland) Order 1986 the company has the following objects:-
  - (B) To carry on any other trade or business 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.
  - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof.

- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purpose 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.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of any other person, firm or company whether a customer of the Company or otherwise, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or of any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary or to the dependants or any member of the family of such persons, and to contribute to any fund and pay premiums for the purchase or provision of any such benefit and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company or any such subsidiary.


- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company or upon such investments and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests or possessed of property suitable for the purposes of the Company.

- (P) To sell, improve, manage, develop, turn to account, exchange let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (S) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that:-

- (A) the word "Company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere, and
  - (B) the objects of the Company specified in each of the foregoing paragraphs of this clause shall be distinct and separate objects of the Company and shall be no way limited by reference to any other paragraphs hereof or to the order in which the same occur, but shall be construed in as wide a sense as possible as if each of the said paragraphs defined the objects of a separate and distinct company.
- 4. The liability of the members is limited.
  - 5. The Company's share capital is £1000, divided into 1000 shares of £1 each.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p>Businesslegal Limited  Registered office situate at Holgrave House,  9 Holgrave Close, High Legh, Knutsford,  Cheshire. WA16 6TX</p>	<p>One</p>
<p>Total Shares taken</p>	<p>One</p>

  
Michael Farrell  
Authorised signatory on behalf of Businesslegal Ltd

Dated this 20th day of October 2005

**Witness to the above Signatures:-**

10700

**HOWARD FITTON  
FITTON DOWELL SOLICITORS  
THE DINGLE  
LYMM  
CHESHIRE  
WA13 0AG  
TEL: 01925 757565  
FAX: 01925 757535**



NI057087

I HEREBY CERTIFY that

Peninsula Property Developments Ltd

is this day incorporated under the Companies (Northern Ireland)  
Order 1986; and that the Company is limited

Given under my hand at Belfast, this the FOURTH day of  
NOVEMBER two-thousand and FIVE

A handwritten signature in black ink, appearing to read 'A. Dishman'.

for Registrar of  
Companies for Northern Ireland