

FILE COPY



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

Company No. 3093541

The Registrar of Companies for England and Wales hereby certifies that
"OLD QUARRIES" RESIDENTS 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 21st August 1995



N03093541C


S. MORGAN (MRS)

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

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

Please do not write in this margin

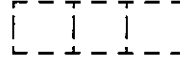
Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

For official use



Name of company

* "OLD QUARRIES" RESIDENTS LIMITED

* insert full name of Company

I, BRIAN STUART LIONEL ZEFF
of Hill House, 67-71 Lowlands Road, Harrow, Middlesex HA1 3EQ

† 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(2)~~)† and that all the requirements of the above Act 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 Hill House, 67-71 Lowlands Road, Harrow, Middlesex HA1 3EQ

Declarant to sign below

the 2nd day of August

One thousand nine hundred and ninety five

before me Richard F D Cowe

A Commissioner for Oaths or 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):

Messrs. Harold Benjamin & Collins,
Hill House,
67-71, Lowlands Road,
Harrow,
Middlesex DX 4243 - HARROW 1
HA1 3EQ

For official Use
New Companies Section



Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

**10****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

"OLD QUARRIES" RESIDENTS LIMITED

Registered office of the company on
incorporation.**RO**

2 GREGORIES ROAD

Post town BEACONSFIELD

County/Region BUCKINGHAMSHIRE

Postcode HP9 1HQ

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

Name Harold Benjamin & Collins

RA

Hill House

67-71 Lowlands Road

Post town Harrow

County/Region Middlesex

Postcode HA1 3EQ

Number of continuation sheets attached To whom should Companies House
direct any enquiries about the
information shown in this form?

Harold Benjamin & Collins, Hill House, 67-71

Lowlands Road, Harrow, Middlesex

DX 4243 - HARROW 1

Postcode


HA1 3EQ

Telephone 0181 422 5678

Extension

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname


CS	
	DONALD ANTHONY
	TUCKER
AD	143 GROVE ROAD
	HARDWAY
Post town	GOSPORT
County/Region	HAMPSHIRE
Postcode	PO12 4JN
Country	ENGLAND
I consent to act as secretary of the company named on page 1	
Signed	 DAT
Date	2/8/95

Consent signature

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

CD	
	DONALD ANTHONY
	TUCKER
AD	143 GROVE ROAD
	HARDWAY
Post town	GOSPORT
County/Region	HAMPSHIRE
Postcode	PO12 4JN
Country	ENGLAND
Date of birth	DO 019 11254
Nationality	NA BRITISH
Business occupation	OC ACCOUNTANT
Other directorships	OD SEE ATTACHED LIST
I consent to act as director of the company named on page 1	
Signed	 DAT
Date	25.01.95

Consent signature

* Voluntary details

Directors (continued)

(See notes 1 - 5)

Name *Style/Title
 Forenames
 Surname
 *Honours etc
 Previous forenames
 Previous surname

Address

Usual 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	
Forenames	JOHN EDWARD
Surname	WALDRON
*Honours etc	
Previous forenames	
Previous surname	
AD	8 ELM PARK ROAD
	ELM PARK COURT
Post town	PINNER
County/Region	MIDDLESEX
Postcode	
Country	ENGLAND
DO	2 6 1 2 5 2
Nationality	NA BRITISH
OC	PROPERTY DEVELOPER
OD	
I consent to act as director of the company named on page 1	
Signed	<i>Jens Waldron</i> Date <i>2/8/95</i>

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.

Signed	<i>James L. Jones</i>	Date	<i>2/8/95</i>
Signed	<i>J. Waldron</i>	Date	<i>2/8/95</i>
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

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

Notes

- 1 Show for an individual the full forenames **NOT INITIALS** and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

- 2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

- 3 Directors details:

Show for each individual director their date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

- 4 Other directorships:

Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years** when the person was a director **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper.

- 5: Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name.

- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

LIST OF DIRECTORSHIPS OF JOHN EDWARD WALRDON

Kingway Homes Limited

Rosecroft (Purley) Residents Limited

Bushey Grange Residents Company Limited

The Oaks (Bushey Grange) Residents Limited

Waterside (Maidenhead) Residents Limited

John Edward Walrdon

LIST OF DIRECTORSHIPS OF DONALD ANTHONY TUCKER

Michael Shanly Group Limited
Michael Shanly (Holdings) Limited
Bartlett Gilbert Developments Limited
Bartlett Gilbert & Co. Limited
Locksheath Development Co. Limited
West Wellow Development Co. Limited
Warsash Development Co. Limited
South Coast Management Limited
Oxford House (Southampton) Limited
Bartlett Gilbert Homes Limited
Bushey Grange Residents Company Limited
Mishan Investments Limited
Rosecroft (Purley) Residents Limited
Kingsway Homes Limited
Michael Shanly Homes Limited
The Oaks (Bushey Heath) Residents Limited
Mishan (Residential) Limited
Michael Shanly Residential Limited
Waterside (Maidenhead) Residents Limited



2093541

The Companies Act 1985
Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of "OLD QUARRIES" RESIDENTS LIMITED



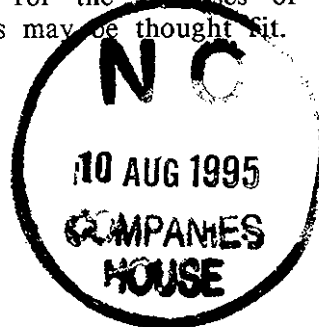
1. The name of the Company is "Old Quarries" Residents Limited.
2. The registered office of the Company will be situate in England.
3. In this Memorandum the following words have the following meanings:
 - (a) "the Developer" means Kingsway Homes Limited or other the freeholder for the time being of so much of the Estate as remains unsold to purchasers of freehold individual houses thereon.
 - (b) "the Estate" means the residential estate of houses at "Old Quarries" Cannon Court Road Maidenhead Berkshire developed or now in course of development by the Developer and includes all the land comprised in the Estate whether or not individual houses constructed thereon have been or will be disposed of by way of freehold sale.
4. The objects for which the Company is established are:-
 - (A) To manage and maintain the Estate and for that purpose to be a party to Transfers by the Developer of individual houses on the Estate.
 - (B) To exercise the functions of a Residents Association and Management Company formed to safeguard and promote the common interests of the residents of and to manage the Estate.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct maintain and alter any buildings or erections and lay out, maintain and use roads, paths, ways, drives, forecourts, gardens and amenity grounds, and construct acquire and use installations, equipment and communal services of all kinds for the benefit of the residents of the Estate.
 - (D) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
 - (E) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.

Handwritten notes and signatures in the right margin, including a large bracket-like mark.

HAR859

1

654792



- (F) To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
 - (G) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.
 - (H) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
5. The liability of the Members is limited.
6. The share capital of the Company is £1,001.00 divided into five founder shares of Twenty pence each and five ordinary shares of £200.00 each.

100
200
mm

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.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares
taken by each
Subscribers
(In words)



Three founder

BRIAN STUART LIONEL ZEFF
HILL HOUSE,
67-71 LOWLANDS ROAD,
HARROW,
MIDDLESEX,
HA1 3EQ.

SOLICITOR



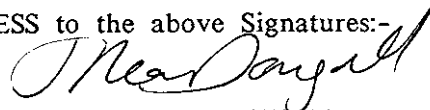
PENELOPE ANN SONES
HILL HOUSE,
67-71 LOWLANDS ROAD,
HARROW,
MIDDLESEX,
HA1 3EQ.

Two founder.

SECRETARY

DATED this *2nd* day of *August* 1995-

WITNESS to the above Signatures:-



JOANNA MARIA MACDOUGALL
SECRETARY WITH MESSRS.
HAROLD BENJAMIN & COLLINS,
HILL HOUSE,
67-71 LOWLANDS ROAD,
HARROW,
MIDDLESEX,
HA1 3EQ.

The Companies Act 1985
Company Limited by Shares

ARTICLES OF ASSOCIATION

of "OLD QUARRIES" RESIDENTS LIMITED

Handwritten signature/initials

PRELIMINARY

1. In these Articles (a) words defined in the Memorandum of Association shall have the same meaning (b) "house" means a house on the Estate (c) "Owner" means the freehold owner for the time being of a house (d) "the ultimate date" means the first anniversary of the earliest date on which no house remains in the freehold ownership of the Developer.
2. Except and subject as hereinafter expressly or by necessary implication provided, the regulations contained or incorporated in Table A in the First Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) (hereinafter referred to as "Table A"), shall apply to the Company.
3. Regulations 2 to 4 (inclusive), 8 to 22 (inclusive), 32 to 35 (inclusive), 65 to 69 (inclusive), 73, 74, 82 to 84 (inclusive), 87, 102 to 108 (inclusive) and 110 of Table A are excluded.
4. Regulations 75, 76 and 77 of Table A shall apply to the Company as if the words "by rotation" were deleted from each regulation.

SHARES

5. No person except an Owner shall be registered as the holder of an ordinary share and no Owner shall be registered as the holder of more than one ordinary share for each house of which he is the Owner.
6. The Directors shall be bound to register:-
 - (a) a transfer of a share by an Owner to a Transferee of the freehold estate in his house.
 - (b) as a member (i) the first Owner of a house and (ii) any person who has by reason of the death bankruptcy or insolvency of a member become entitled to the member's share and has had vested in him the member's freehold interest in his house.
 - (c) a transfer of a founder share to the Developer by a subscriber or by a former Developer.
 - (d) a transfer by a Mortgagee of a share to a purchaser from such mortgagee under his power of sale of the house in respect of which such share was charged to the Mortgagee.
7. If a member fails to transfer his share to a Transferee of the freehold interest of the house of which he is the Owner within one month of the date of

the relative, transfer of the house the Directors shall be entitled, by resolution, to appoint some person to be the Attorney of such member to execute a transfer of such share to such Transferee for its nominal value and the Company shall, upon receiving the purchase price from the Transferee, register such transfer and thereupon the Transferee shall become a member in place of the previous holder of such share.

8. On a winding up a holder of a founder share shall not by virtue of such holding, be entitled to any share of the surplus assets of the Company which shall belong exclusively to the ordinary shareholders.

DIRECTORS

9. (1) Until the Company shall by resolution otherwise determine, the number of Directors shall not be less than two nor more than ~~xxxxx~~ five. The first Directors shall be appointed by the Subscribers.

(2) No person (unless appointed by the Founder members or co-opted by the Directors before the ultimate date) shall be eligible to be a Director, unless he holds at least one ordinary share and is appointed after the ultimate date.

(3) A Director shall not be disqualified from holding office by reason only of having attained the age of seventy.

(4) The Directors for the time being shall retire at the annual general meeting held next after the ultimate date and, until the date of such meeting, the holders for the time being of a majority of the founder shares may, by notice in writing, remove any Director from office and may by a like notice appoint any person to be a Director.

VOTES OF MEMBERS

10. (i) Until the ultimate date the holder of any ordinary share shall not by virtue of such holding be entitled to receive notice of or to attend or vote at any General Meeting of the Company.

(ii) After the ultimate date every holder of an ordinary share shall be entitled to one vote at a general meeting for each share held by him, but a holder of a founder share shall not by virtue of such holding be entitled to receive notice of or attend or vote at any General Meeting.

SECTIONS 80, 89, 90 and 91 OF THE COMPANIES ACT 1985

11. (a) In accordance with Section 91(1) of the Companies Act 1985, Section 89(1) and Section 90(1) to (5) of the said Act shall be excluded and not apply to the Company.

(b) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act, 1985, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution.

*Rev.
7/11
Jmm*

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



BRIAN STUART LIONEL ZEFF
HILL HOUSE,
67-71 LOWLANDS ROAD,
HARROW,
MIDDLESEX
HA1 3EQ
SOLICITOR



PENELOPE ANN SONES
HILL HOUSE,
67-71 LOWLANDS ROAD,
HARROW,
MIDDLESEX
HA1 3EQ
SECRETARY

DATED this *2nd August 1995*

WITNESS to the above Signatures:-



JOANNA MARIA MACDOUGALL
Secretary with Messrs. Harold Benjamin & Collins, Hill House,
67-71, Lowlands Road, Harrow, Middlesex HA1 3EQ