



FILE COPY

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

Company No. NI603398

The Registrar of Companies for Northern Ireland hereby certifies that

ABERCORN MANAGEMENT CO LTD

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in Northern Ireland

Given at Companies House on **8th June 2010**



NNI603398L

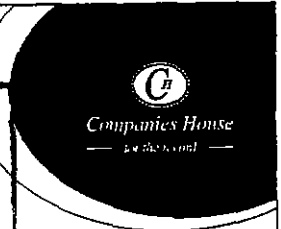


Companies House
— for the record —

IN01

Application to register a company

COMPANIES HOUSE
FEE
BELFAST

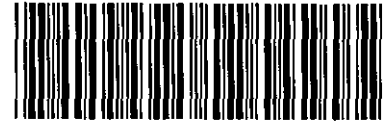


A fee is payable with this form
Please see 'How to pay' on the last page

What this form is for
You may use this form to register a
private or public company

What this form is NOT for
You cannot use this form
a limited liability partners'
this, please use form LL IN

MONDAY



JYBE4KNH
JNI 07/06/2010 45
COMPANIES HOUSE

Part 1 Company details

COMPANIES HOUSE
07 JUN 2010
BELFAST

→ **Filing in this form**
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company
name in full

ABERCORN MANAGEMENT CO LTD

For official use

N I 6 0 3 3 9 8

1 Duplicate names
Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at
www.companieshouse.gov.uk

A2 Company name restrictions

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

2 Company name restrictions
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig'

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

3 Name ending exemption
Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this
For more details, please go to our
website
www.companieshouse.gov.uk

A4 Company type

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

Public limited by shares
 Private limited by shares
 Private limited by guarantee
 Private unlimited with share capital
 Private unlimited without share capital

4 Company type
If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Situation of registered office

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- England and Wales
- Wales
- Scotland
- Northern Ireland

Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address

Please give the registered office address of your company

Building name/number

12

Street

MILL ROAD

Post town

BALLYCLARE

County/Region

CO. ANTRIM

Postcode

B T 3 9 9 D Y

Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only one box

- Private limited by shares
- Private limited by guarantee
- Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box

- Private limited by shares
- Private limited by guarantee
- Public company

Option 3

I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application

For details of which company type can adopt which model articles, please go to our website

www.companieshouse.gov.uk

A8

Restricted company articles

Please tick the box below if the company's articles are restricted

Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www.companieshouse.gov.uk

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Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1

Secretary

B1 Secretary appointments

Please use this section to list all the secretary appointments taken on formation. For a corporate secretary, complete Sections C1-C5

Title*	MRS
Full forename(s)	MARY
Surname	HIGGINS
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2 Secretary's service address

Building name/number	12
Street	MILL ROAD
Post town	BALLYCLARE
County/Region	CO. ANTRIM
Postcode	B T 3 9 9 D Y
Country	NORTHERN IRELAND

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3 Signature

I consent to act as secretary of the proposed company named in Section A1

Signature	<p>Signature</p> <p>X <i>M. Higgins</i> X</p>
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④ Signature

The person named above consents to act as secretary of the proposed company.

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Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①		<p>① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page</p> <p>Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number</p>							
Please use this section to list all the corporate secretary appointments taken on formation										
Name of corporate body/firm										
Building name/number										
Street										
Post town										
County/Region										
Postcode	<table border="1" style="width: 100%; text-align: center;"> <tr> <td style="width: 12.5%; height: 15px;"></td> <td style="width: 12.5%; height: 15px;"></td> <td style="width: 12.5%; height: 15px;"></td> <td style="width: 12.5%; height: 15px;"></td> <td style="width: 12.5%; height: 15px;"></td> <td style="width: 12.5%; height: 15px;"></td> <td style="width: 12.5%; height: 15px;"></td> <td style="width: 12.5%; height: 15px;"></td> </tr> </table>									
Country										

C2	<p>Location of the registry of the corporate body or firm</p> <p>Is the corporate secretary registered within the European Economic Area (EEA)?</p> <p>→ Yes Complete Section C3 only</p> <p>→ No Complete Section C4 only</p>
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C3	<p>EEA companies ②</p> <p>Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register</p>	<p>② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk</p> <p>③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
Where the company/firm is registered ③		
Registration number		

C4	<p>Non-EEA companies</p> <p>Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register</p>	<p>④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register</p>
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

C5	<p>Signature ⑤</p> <p>I consent to act as secretary of the proposed company named in Section A1</p>	<p>⑤ Signature The person named above consents to act as corporate secretary of the proposed company</p>
Signature	<p>Signature</p> <p style="text-align: center;">X</p>	

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Application to register a company

Director

D1 Director appointments

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	MR
Full forename(s)	DEREK
Surname	HIGGINS
Former name(s) ²	
Country/State of residence ³	UNITED KINGDOM
Nationality	BRITISH
Date of birth	1 3 1 1 1 9 4 9
Business occupation (if any) ⁴	COMPANY DIRECTOR

- 1 Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual¹
 - 2 Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes
 - 3 Country/State of residence**
This is in respect of your usual residential address as stated in section D4
 - 4 Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.
- Additional appointments**
If you wish to appoint more than one director, please use the 'Director appointments' continuation page

D2 Director's service address

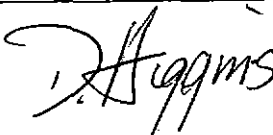
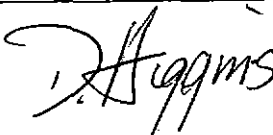
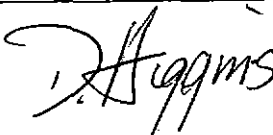
Please complete the service address below. You must also fill in the director's usual residential address in Section D4

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

- 1 Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record

D3 Signature

I consent to act as director of the proposed company named in Section A1

Signature	<table border="0"> <tr> <td style="border: 1px solid black; width: 30px; height: 30px; text-align: center;">X</td> <td style="text-align: center; vertical-align: middle;">  </td> <td style="border: 1px solid black; width: 30px; height: 30px; text-align: center;">X</td> </tr> </table>	X		X
X		X		

- 1 Signature**
The person named above consents to act as director of the proposed company

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Application to register a company

Director

D1		Director appointments ①	
		Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*			
Full forename(s)			
Surname			
Former name(s) ②			
Country/State of residence ③			
Nationality			
Date of birth	c	d	m m y y y y
Business occupation (if any) ④			

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director please use the 'Director appointments' continuation page.

D2		Director's service address ⑤	
		Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number			
Street			
Post town			
County/Region			
Postcode			
Country			

⑤ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3		Signature ⑥	
		I consent to act as director of the proposed company named in Section A1	
Signature	Signature		
	X	X	

⑥ Signature
The person named above consents to act as director of the proposed company.

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Application to register a company

Corporate director

E1 Corporate director appointments		<p>Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page</p> <p>Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number</p>									
Please use this section to list all the corporate directors taken on formation											
Name of corporate body or firm											
Building name/number											
Street											
Post town											
County/Region											
Postcode	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>										
Country											

E2 Location of the registry of the corporate body or firm	<p>Is the corporate director registered within the European Economic Area (EEA)?</p> <p>→ Yes Complete Section E3 only</p> <p>→ No Complete Section E4 only</p>
--	---

E3 EEA companies		<p>EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk</p> <p>This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered		
Registration number		

E4 Non-EEA companies		<p>Non-EEA Where you have provided details of the register (including state) where the company or firm is registered you must also provide its number in that register</p>
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered		
If applicable, the registration number		

E5 Signature		<p>Signature The person named above consents to act as corporate director of the proposed company</p>
I consent to act as director of the proposed company named in Section A1		
Signature	<p>Signature</p> <p>X</p>	X

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Part 3 Statement of capital

Does your company have share capital?

- Yes Complete the sections below
- No Go to Part 4 (Statement of guarantee)

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	£1	N/A	20	£20
				£
				£
				£
Totals			20	£ 20

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate nominal value ③

③ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example £100 + 100 + \$10 etc

- ① Including both the nominal value and any share premium
- ② Total number of issued shares in this class.

② Number of shares issued multiplied by nominal value of each share.

Continuation Pages
Please use a Statement of Capital continuation page if necessary

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share	ORDINARY SHARES
Prescribed particulars	
1	A share may only be issued to a person who is an owner/tenant of an apartment for the whole of the unexpired residue of the term granted by a Lease made by the Lessor
2	Until the subscriber to the memorandum of Association shall have ceased to hold any share or shares in the Company the only shares which shall confer any voting rights at General Meetings shall be the share or shares vested in the subscriber or remaining shareholding subscriber for the time being
3	After the subscriber to the Memorandum of Association shall have ceased to be a shareholder in the Company each of the shares shall confer the right to vote at General Meetings in respect of any resolution affecting any one or more of the apartments
4	Where in accordance with the foregoing provisions any share is a voting share each such share shall confer one vote only
5	Shares in the Company shall be transferred and may only be transferred simultaneously with an assignment of the said lease of an apartment or with a transfer of the freehold of an apartment in respect of which such shares are held and to a person who for the time being satisfied the foregoing requirements concerning the issue of shares and any such transfer shall not be made at a price in excess of the nominal value of the share or shares

Prescribed particulars of rights attached to shares

- The particulars are
- a. particulars of any voting rights, including rights that arise only in certain circumstances,
 - b. particulars of any rights, as respects dividends, to participate in a distribution,
 - c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
 - d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Class of share	
Prescribed particulars ①	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name DEREK HIGGINS	ORDINARY	20	STERLING	£1	N/A	£20.
Address 12 MILL ROAD BALLYCLARE BT39 9DY						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Part 4 **Statement of guarantee**

Is your company limited by guarantee?
→ **Yes** Complete the sections below
→ **No** Go to **Part 5** (Statement of compliance)

G1 **Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

- ① **Name**
Please use capital letters
- ② **Address**
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.
- ③ **Amount guaranteed**
Any valid currency is permitted
- Continuation pages**
Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

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Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

① Name

Please use capital letters.

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.