



FILE COPY

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

Company No. 7440179

The Registrar of Companies for England and Wales, hereby certifies that

5 TOLLINGTON PLACE MANAGEMENT LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **15th November 2010**



N07440179J



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company

000185/20



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 to a limited liability partnership this, please use form LL IN01

FRIDAY
SA



A31	*AGM0RP1T*	12/11/2010	51
A05	COMPANIES HOUSE *AJDV9OVT*	06/11/2010	321
COMPANIES HOUSE			

Part 1 Company details

→ **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 **5 TOLLINGTON PLACE MANAGEMENT LIMITED**

For official use

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

13 - 14

Street

DEAN STREET

Post town

LONDON

County/Region

Postcode

W 1 D 3 R S

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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Application to register a company

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*	MISS
Full forename(s)	POONAM
Surname	RATHOUR
Former name(s) 	

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.

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	13 - 14
Street	DEAN STREET
Post town	LONDON
County/Region	
Postcode	W 1 D 3 R S
Country	UK

Service address

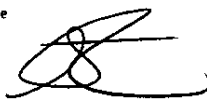
This is the address that will appear on the public record. This does not have to be your usual residential address.

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  X</p>
-----------	---

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	
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	
Country	
Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page	
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	
C2 Location of the registry of the corporate body or firm	
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
C3 EEA companies	
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	
EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk	
This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
C4 Non-EEA companies	
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	
Registration number	
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	
C5 Signature	
I consent to act as secretary of the proposed company named in Section A1	
Signature	<small>Signature</small> X X
Signature The person named above consents to act as corporate secretary of the proposed company	

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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*	MISS
Full forename(s)	POONAM
Surname	RATHOUR
Former name(s)	
Country/State of residence	UK
Nationality	BRITISH
Date of birth	d2 d2 m0 m4 y1 y9 y8 y6
Business occupation (if any)	TRAINEE SOLICITOR

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

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

Building name/number	13 - 14
Street	DEAN STREET
Post town	LONDON
County/Region	
Postcode	W 1 D 3 R S
Country	UK


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

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

Signature	<p>Signature</p> <p>X  X</p>
-----------	---

6 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*		<p>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.</p> <p>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.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>
Full forename(s)		
Surname		
Former name(s) ②		
Country/State of residence ③		
Nationality		
Date of birth	d d m m y y y y	
Business occupation (if any) ④		

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		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>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.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Street		
Post town		
County/Region		
Postcode		
Country		

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

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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> </tr> </table>								
Country									
E2 Location of the registry of the corporate body or firm									
Is the corporate director registered within the European Economic Area (EEA)?									
<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>								

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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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
Totals				£

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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 ❸	

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

❶ Including both the nominal value and any share premium
 ❷ Total number of issued shares in this class

❸ Number of shares issued multiplied by nominal value of each share

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

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Application to register a company

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

Prescribed particulars

①

① 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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Application to register a company

Class of share	
Prescribed particulars ❶	<p>❶ 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), andd 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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Application to register a company

F5

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						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

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	POONAM
Surname 1	RATHOUR
Address 2	13 - 14 DEAN STREET
	LONDON
Postcode	W 1 D 3 R S
Amount guaranteed 3	£1 00

Subscriber's details

Forename(s) 1	DAVID FRANCIS
Surname 1	WILSON
Address 2	13 - 14 DEAN STREET
	LONDON
Postcode	W 1 D 3 R S
Amount guaranteed 3	£1 00

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	<input type="text"/>
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/>
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/>
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/>
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/>
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

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Part 5 Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?



- No Go to **Section H1** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section H2** (Statement of compliance delivered by an agent)

H1 Statement of compliance delivered by the subscribers

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

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Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2	Statement of compliance delivered by an agent	
	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	X

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Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name POONAM RATHOUR

Company name WILSON BARCA LLP

Address 13 - 14 DEAN STREET

Post town LONDON

County/Region

Postcode W 1 D 3 R S

Country UK

DX 44710 SOHO SQUARE

Telephone 020 7272 2072



Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- At the registered office address (Given in Section A6)
- At the agents address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- You have used the correct appointment sections
- Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- The document has been signed, where indicated
- All relevant attachments have been included
- You have enclosed the Memorandum of Association
- You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

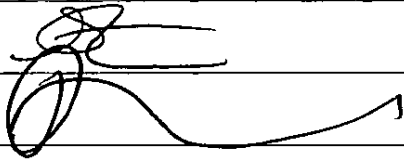
For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of 5 Tollington Place Management Limited

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

<u>Name of each subscriber</u>	<u>Authentication by each subscriber</u>
POONAM RATHOUR	
DAVID FRANCIS WILSON	

DATED: 02/11/2010

SATURDAY



RRNEQOVS
RM 06/11/2010 347
COMPANIES HOUSE

COMPANIES ACTS 2006
Company limited by guarantee
ARTICLES OF ASSOCIATION
of
5 Tollington Place Management Limited

1 Preliminary

- 1 1 The regulations constituting the Model Articles for Private Companies Limited by Guarantee in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI No 3229) shall apply to the Company except in so far as they are excluded or varied by these Articles
- 1 2 Regulations 21 and 22 of schedule 3 of the Model Articles do not apply to the Company

2. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for –

- (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustments of the rights of contributories amongst themselves

3. Objects of the company

The objects for which the Company is established are

- 3 1 to acquire by way of a collective enfranchisement and hold the freehold interest in the property known as 5 Tollington Place London N4 3QS ('the Property') and to administer, manage, repair, decorate, renew maintain and insure the Property and to provide

- and arrange for the provision of services to the lessees of flats and/or other units forming part of the Property,
- 3 2 to sell, let, license, take on, lease, hire, exchange or otherwise dispose of or acquire any real or personal property of any kind that is appropriate or convenient for the proper discharge or conduct of the business of the Company,
 - 3 3 to borrow or raise money in such manner and in such amounts and upon such terms as the Company may think fit and to give security for such sums in any form,
 - 3 4 to lend money to any person or company with or without security and to invest the money and assets of the company in any form of investment, and to place money at interest on any terms or to use any such assets in the purchase of any property whether or not income bearing,
 - 3 5 to effect insurance against any risk to which the Company, any property of the Company, any lessee of any flat forming part of the Property, or any person employed by the Company may be subject,
 - 3.6 to undertake and execute any trust or discretion, and to act as trustee, in relation to any sums paid to the Company
 - 3 7 generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them

4 Members

- 4 1 In this regulation the following terms shall have the following meaning
 - 4 1 1 'Unit Lease' means a lease of a flat or other unit now or at any time in the future forming part of the Property granted for a term of 999 years
 - 4 1 2 'Unit Owner' means the owner for the time being of a Unit Lease and includes a person who is entitled to be registered at the Land Registry as owner of a Unit Lease
 - 4 1 3 'Property' has the same meaning as in the Memorandum of Association of the Company

- 4 1 4 'Transfer Date' means the date on which the Company acquires the freehold interest in the whole of the Property subject to the Unit Leases so that the Company becomes the holder of the immediate reversion in the premises comprised in the Unit Leases
- 4 2 The number of members with which the Company proposes to be registered is Two
- 4 3 The subscribers to the memorandum of association shall be entered in the register of members Every Unit Owner who applies in writing to the Company shall, on being entered in the register of members, be a member of the Company
- 4 4 On the Transfer Date any member of the Company who is not a Unit Owner shall cease to be a member and thereafter no person other than a Unit Owner may be a member of the Company
- 4 5 A member of the Company will cease to be a member on the transfer or transmission of his Unit Lease
- 4 6 A Unit Owner may not cease to be a member of the Company except in accordance with article 4 4
- 4 7 Where two or more persons are the lessees under a Unit Lease they together constitute one member, and the person first named in the register of members may exercise all voting and other rights and powers vested in that member to the exclusion of the other lessees All such lessees shall be subject jointly and severally to any liability imposed on that member under or pursuant to the articles
- 4 8 Where a person is a Unit Owner under more than one Unit Lease he shall be treated under the articles as a separate member in respect of each of his capacities
- 4 9 The personal representative or trustee in bankruptcy of a member of the Company who has died or who is bankrupt and who is registered or entitled to be registered at the Land Registry as the owner of a Unit Lease may, upon such evidence being produced as the council members may properly require, elect by written notice to the Company to become a member of the Company in place of the deceased or bankrupt member Such a personal representative or trustee in

bankruptcy shall have all the rights and be subject to all the liabilities to which he would be entitled and be subject if he were a member of the Company except that he shall not, before being registered as a member of the Company, be entitled to vote at any meeting of the Company

5 Directors

5 1 No person shall be appointed or act as a director of the Company unless that person is a member of the company or the appointed representative of a corporate member or is an alternate director appointed by a director who is so qualified

5 2 The office of a director shall be vacated if the director or the member whom that director represents or alternates ceases to be a member of the company

5 3 Subject to the articles, the directors are responsible for the management of the company's business in accordance with its objects, for which purpose they may exercise all the power's of the company

5 4 1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action

5 4 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

5 5 Conflicts of interest

5 5 1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes

5 5 2 But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

5 5 3 This paragraph applies when--

- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process,
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or
- (c) the director's conflict of interest arises from a permitted cause

5 5 4 For the purposes of this article, the following are permitted causes--

- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries,
- (b) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company which do not provide special benefits for directors or former directors, and
- (e) the director being a Flat Owner.

5 5 5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting

5 5 6 Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive

5 5 7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes


5 6 Unless agreed otherwise by ordinary resolution no director shall be entitled to remuneration but shall be reimbursed the amount of necessary expenses incurred in the exercise of his office

4 Service charge deficit

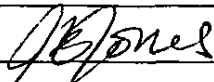
If the Company is not fully reimbursed by payments received under the Unit Leases for the cost of performing its obligations and exercising its rights and powers under the Unit Leases the Company may require such payments to be made to it by members as are necessary to make good any deficit. The sums demanded from each member shall be in the same proportion as each is obliged to pay towards the costs of repairing the Property under the lease of the Unit held by that Member. Supplementary demands may be made if any member fails to meet the payment demanded. On the subsequent recovery by the Company of any sum in excess of the costs incurred by it the surplus shall be applied first in paying or crediting pro rata any member who under this provision has paid pro rata more than any other member until such inequality is eliminated.

Signed as agreed by the subscribers to these Articles of Association

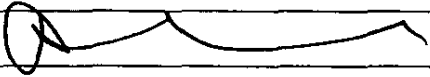
First subscriber

Name	POONAM RATHOUR
Address	13-14 DEAN STREET LONDON W1D 3QS
Signature	

Witness to signature of First Subscriber:

Name	JULIE JONES
Address	8 Archway Close, London N19 3TD
Occupation	Secretary
Signature	

Second subscriber

<u>Name</u>	DAVID FRANCIS WILSON
<u>Address</u>	13-14 DEAN STREET LONDON W1D 3RS
<u>Signature</u>	

Witness to signature of Second Subscriber

<u>Name</u>	MOHAMMAD ALI
<u>Address</u>	8 ARCHWAY CLOSE, ARCHWAY ROAD, LONDON N19-3TD
<u>Occupation</u>	OFFICE ASSISTANT
<u>Signature</u>	