

Number of }
Company }

[Form No. 41.]

"THE COMPANIES ACTS, 1929 AND 1947."

Declaration of Compliance



A
Companies
Registration
Fee Stamp
of 5s.
must be
impressed
here

WITH THE

REQUIREMENTS OF THE COMPANIES
ACT, 1929,

made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,
on behalf of a Company proposed to be Registered as

R. Tindennell & Co

LIMITED.

HO-93054

Telegrams : "Certificate, Strand, London."

Telephone No.: Holborn 0434

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C.2.

dated by



I

Robert F. Fink

of

Gloucester Road, Wells, Somerset

15

*Here insert-
"A Solicitor
of the Su-
preme Court
(or in Scotland
"an Enrolled
Law Agent")
engaged in
the formation
of" or "A
person named
in the Articles
of Association
as a
Director (or
Secretary)
of."

Do solemnly and sincerely Declare that I am* a person named in

The Articles of Association as a Director of R. Finknell Ben,

_____ LIMITED,

and That all the requirements of The Companies Act, 1929, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true, and by virtue of the provisions
of The Statutory Declarations Act, 1835.

Declared at Wells in the County
of Somerset

the 7th day of April
One thousand nine hundred and forty eight.

before me,

Douglas Wild

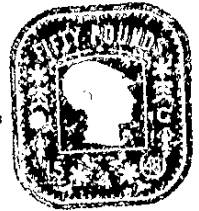
A Commissioner for Oaths. †

R. Finknell

NOTE.—This margin reserved for binding, and must not be written across.

† or Notary Public or Justice of the Peace.

THE STAMP ACT, 1891, and THE FINANCE ACT, 1933.



Duty at the rate of 10s. for every £100 must be impressed here.

COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF

R. Tinschell Tan

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; as amended by Section 41 of The Finance Act, 1933.

The Statement is to be lodged with the Memorandum of Association and other Documents when the Registration of the Company is applied for.

110-90753

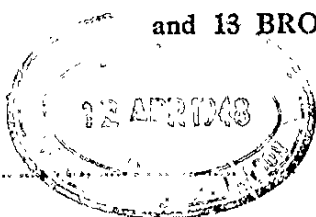
Forms: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,
116 CHANCERY LANE, LONDON, W.C. 2
and 13 BROAD STREET PLACE, E.C.2.

Presented by



THE NOMINAL CAPITAL

OF

R. Tinsdell Han

LIMITED,

is *Forteen thousand* Pounds,

divided into *Forteen thousand* Shares

of *one pound* each.

Signature

R. Tinsdell Han

Description

Director

Dated the *Twenty* day

of *April* 1948

*** This Statement should be signed by an Officer of the Company.*



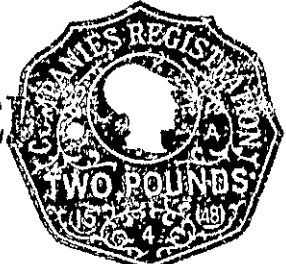
COMPANY LIMITED BY SHARES

22 APR 1948

Memorandum of Association

OF

R. TINCKNELL & SON, LIMITED



1. The Name of the Company is "R. TINCKNELL & SON LIMITED."

2. The Registered Office of the Company will be situated in England.

3. The Objects for which the Company is established are—

(A) To acquire and take over as a going concern and carry on the business of Agricultural Engineers now carried on by ROBERT TINCKNELL and ROBERT FRANK TINCKNELL at Glastonbury Road, Wells, in the County of Somerset, under the style or firm of "R. TINCKNELL & SON," together with all or any of the real and personal property and assets of the proprietors of that business used in connection therewith or belonging thereto and with a view thereto to enter into and carry into effect (either with or without modification) an Agreement which has already been prepared and engrossed and is expressed to be made between the said ROBERT TINCKNELL and ROBERT FRANK TINCKNELL of the one part and the above-named Company of the other part, a copy whereof has for the purpose of identification been signed by two of the Subscribers hereto.

(B) To carry on, either in connection with the business aforesaid or as distinct and separate businesses, the businesses of Agricultural Engineers and Contractors, Fencing Contractors, Dredging, Digging, Draining, Levelling and Site-clearing Contractors, and Contractors for the Construction of Playing Fields, Aerodromes, Airports and the like, Proprietors, Painters, Renovators, Repairers, Letters on Hire, and Factors of and Dealers in Dredging, Digging, Draining, Levelling, and Site-clearing Equipment and Accessories of every description, and of and in Ploughs, Threshing Machines, Traction Engines, Harrows, Mowing Machines, Food-mixing Machines, and Farm and Agricultural Appliances, Implements, Apparatus, and Tools of all kinds, Motor, Mechanical, Electrical, Heating, Civil, Constructional, and General Engineers, Electricians,

Machinists, Fitters, Welders, Wheelwrights, Metal Workers, Japanners, Enamellers, Painters, French Polishers, Carpenters, Joiners, Cabinet Makers, and Upholsterers, Manufacturers, Builders, Painters, Renovators, Repairers, Fitters, Furnishers, Storers, Proprietors, Letters on Hire and Factors of and Dealers in Carts, Wagons, Trailers, Caravans, Lorries, Vans, Milk Floats, and Motor and other Vehicles of every description, Garage Proprietors, and Proprietors of Repairing, Hiring, and other Depots, and Petrol or other Spirit and Fuel Supply Stores and Stations, Carriers, Haulage, Cartage and Transport Contractors, Manufacturers, Merchants, Proprietors, Factors, Letters on Hire and Repairers of and Dealers in Steam, Petrol, and other Rollers, and Traction, Petrol and Oil Engines of every description, Contractors for the Repair, Spraying, Rolling and Improvement of Road, Paths, Pavements, and Open Spaces, Paviers, Tar Distillers and Merchants, Asphalt Makers, Builders and Contractors, Builders' Merchants, Dealers in Sand, Gravel and Building and Road-making materials and requisites of all kinds, Painters and Decorators, Plumbers, Sanitary, Gas, Hot Water and Hydraulic Engineers, Coal, Coke, and Timber Merchants, Quarry and Mine Owners, Contractors for Ploughing and Threshing and all other operations connected with the cultivation of the soil, Farmers, Graziers, Dairymen, Dealers in Corn, Hay, Straw, Seeds, Manures, Fertilisers and Farming and Dairy Equipment, Supplies and Requisites, Proprietors and Letters on Hire of Caravan and Camping Sites and all Accommodation and Conveniences used in connection therewith, Insurance Agents, and General Warehousemen, and Traders; and to buy sell, manufacture, repair, alter, rebuild, reconstruct, manipulate, let on hire, and generally deal in plant, machinery, engines, fuel, tyres, fittings, furnishings, accessories, apparatus, commodities, wares, produce, articles and effects of all kinds capable of being used for the purposes of the before-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

- (c) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (d) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property

or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of

and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.

- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient

- (x) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (s) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employes, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any persons who may have been Directors of or may have served the Company, or to the wives, children, or other relatives or dependents of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any of such persons or of their wives, children, or other relatives or dependents.
- (r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (u) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (w) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Fifteen Thousand Pounds, divided into Fifteen Thousand Shares of One Pound each.

We the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p><i>Robert Tinchell</i></p> <p><i>Glastonbury Road, Wells, Somerset</i></p> <p><i>Agricultural Engineer</i></p>	<p><i>one</i></p>
<p><i>Robert Frank Tinchell</i></p> <p><i>Glastonbury Road, Wells, Somerset</i></p> <p><i>Agricultural Engineer</i></p>	<p><i>one</i></p>

Dated the 7th day of April, 1948.

Witness to the above Signatures—

E. R. Thornhill

Chartered Accountant

44 Broad Street,

Bristol, 1.



"The Companies Acts, 1929 and 1947."

COMPANY LIMITED BY SHARES.

Articles of Association

OF

R. TINCKNELL & SON, LIMITED.



PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 39, 40, 64, 69, 72, 78, 79, 82, 104, and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. The Directors shall forthwith take into consideration and, if thought fit, shall, on behalf of the Company, enter into (either with or without modification) the Agreement referred to in Clause 3, Sub-Clause (A), of the Memorandum of Association. The Company is formed on the basis that the said Agreement shall be entered into with or without such modification as aforesaid, and no objection shall be taken to the said Agreement, nor shall any Promoter or Director of the Company be liable to account to the Company for any profit or benefit derived by him under the said Agreement, by reason of any Promoter or Director of the Company being a Vendor to the Company or otherwise interested in the said Agreement, or by reason of the purchase consideration having been fixed by the Vendors without any independent valuation having been made, or of the Board of Directors not being in the circumstances an independent Board; but every Member of the Company, present and future, shall be deemed to have notice of the provisions of the said Agreement, including any such modification as aforesaid, and to have assented to all the terms thereof.

3. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company at any rate not exceeding Ten per cent. of the price at which the said Shares are issued.

4. The Company shall be a Private Company, and accordingly the following provisions shall have effect:—

(A) The Company shall not offer any of its Shares or Debentures to the public for subscription.

(B) The number of the Members of the Company (not including persons who are in the employment

of the Company and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty.

(c) The right to transfer Shares in the Company shall be restricted in the manner hereinafter provided.

5. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

SHARES.

6. Subject to the provisions of the Agreement referred to in Article 2 hereof, and subject also to the provisions of Clause 35 of Table A, the Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

7. The lien conferred by Clause 7 of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole Registered Holder thereof or shall be one of two or more joint Holders.

8. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares; and Clause 19 of Table A shall be modified accordingly.

BORROWING POWERS.

9. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled Capital, or by the issue, at such price as they may think fit, of Bonds, Debentures, or Debenture Stock either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

10. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

11. A General Meeting of the Company shall be held in each calendar year at such time and place as the Directors

shall appoint. In default of a General Meeting being so held a General Meeting may be convened by any two Members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings"; all other General Meetings shall be called "Extraordinary General Meetings."

12. The quorum for the transaction of business at any General Meeting shall be two Members personally present and holding or representing by proxy not less than one tenth of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

VOTES OF MEMBERS.

13. No person (other than a Solicitor or practising Accountant) shall be appointed a proxy who is not a Member of the Company and qualified to vote; and Clause 59 of Table A shall be modified accordingly.

DIRECTORS.

14. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

15. The following persons shall be the first Directors of the Company: ROBERT TINCKNELL, ROBERT FRANK TINCKNELL, ROSE ANNE TINCKNELL and VERA GLADYS TINCKNELL. The said ROBERT TINCKNELL and ROBERT FRANK TINCKNELL shall be Permanent Directors of the Company, and each of them shall be entitled to hold such office so long as he shall live unless he shall become disqualified from any of the causes specified in Article 20 hereof; and accordingly Clauses 73 to 77 and Clause 80 of Table A shall not apply to any Permanent Director.

16. The said ROBERT TINCKNELL shall be the Chairman of the Board of Directors, and he shall be entitled to hold such office so long as he shall remain a Director; and Clause 84 of Table A shall be modified accordingly.

17. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

18. A memorandum in writing signed by all the Directors for the time being and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

19. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

DISQUALIFICATION OF DIRECTORS.

20. The office of a Director shall be vacated—

- (A) If he become bankrupt or insolvent or compound with his creditors ;
- (B) If he become of unsound mind ;
- (C) If he be convicted of an indictable offence, not being an offence under The Road Traffic Act, 1930, or any statutory provision in lieu or modification thereof ;
- (D) If he cease to hold the necessary Share qualification, or do not obtain the same within two calendar months from the date of his appointment ;
- (E) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors ;
- (F) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of The Companies Act, 1929 ;
- (G) If he give the Company one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

21. A Director may hold any office or place of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into or be interested in contracts or arrangements with the Company and may have or be interested in dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such interest was acquired. A general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract, arrangement, or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement, or dealing so entered into or made. Any Director may vote as a Director on any contract, arrangement, or dealing in which he is interested or on any matter arising thereout.

MANAGING DIRECTOR.

22. The said ROBERT TINCKNELL shall be the Managing Director and he shall be entitled to hold such office so long as he shall remain a Director. The remuneration of the said ROBERT TINCKNELL as Managing Director shall from time to time be determined by the Company in General Meeting.

23. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all such powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

24. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement."

SECRETARY.

25. The said ROBERT FRANK TINCKNELL shall be the first Secretary of the Company.

NOTICES.

26. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

WINDING UP.

27. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: First, in repaying to the Members the amounts paid up or credited as paid up on the Shares held by them respectively; and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the Holders of Shares (if any) issued upon special conditions.

28. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company, be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Robert F. Snell

Glastonbury Road, Wells, Somerset
Agricultural Engineer

Robert Launce Litchell.
Glastonbury Road, Wells, Somerset
Agricultural Engineer.

Dated the *7th* day of *April*, 1948.

Witness to the above Signatures—

E. P. Churchill,

Chartered Accountant

44 Broad Street
Bristol. 1.

DUPLICATE FOR THE FILE

No. 452971



Certificate of Incorporation

I Hereby Certify, That

R. TINCKNELL & SON, LIMITED

is this day Incorporated under the Companies Acts, 1929 and 1947, and that the Company is Limited.

Given under my hand at London this Twenty-second day of April One Thousand Nine Hundred and Forty-eight.

J. S. Owen
Registrar of Companies.

Certificate
received by }



Date

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

R. Tincknell & Son, Limited.

Passed 7th March 1968

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the registered office of the Company at 2, Glastonbury Road, Wells, Somerset, on the 7th day of March 1968, the subjoined Resolution was duly passed as a SPECIAL RESOLUTION, viz:-

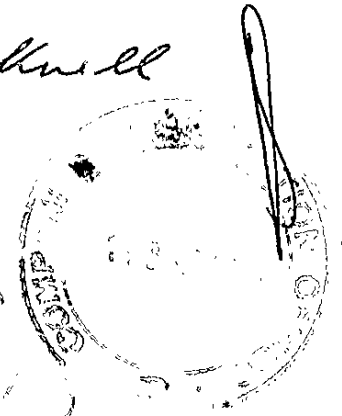
SPECIAL RESOLUTION

That the Articles of Association contained in the printed document submitted to the meeting and for the purposes of identification signed by the Chairman of the Board of Directors be adopted as the Articles of Association of the Company to the exclusion of and in substitution for all existing Articles thereof.

V.G. Tincknell

V.G. TINCKNELL

Chairman.



IT IS HEREBY CERTIFIED that this is the print of the
Articles of Association of the Company referred to in the
Special Resolution passed on the *seventh*
March 1968.

V. G. Lincknell.
chairman

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Re

Articles of Association

OF

R. Tincknell & Son, Limited.


(Adopted by Special Resolution passed 7th March 1968)

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Act (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. The Clauses of Part I of Table A numbered 24, 40 to 43 inclusive, 53, 60, 75, 84(2), 88, 95, and 100 shall not apply to the Company and in lieu thereof and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

SHARES

2. Subject to the provisions of any agreement binding on the Company, and in case of shares other than those constituting the original capital of the Company subject to any directions contained in the resolution of the Company creating the same, the shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such person and on such terms as the Directors think fit.



3. The lien conferred by Clause 11 of Part I of Table A shall extend to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

BORROWING POWERS

4. The Directors may exercise all the powers conferred upon them by Clause 79 of Part I of Table A without any limit on the amount for the time being remaining undischarged of moneys so borrowed or secured and the proviso limiting such amount contained in that Clause shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

5. A poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting and paragraphs (b) (c) and (d) of Clause 58 of Part I of Table A shall be modified accordingly.

DIRECTORS

6. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) may be any number not exceeding six.

7. No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

8. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Subject to Clause 10 hereof and to Clause 96 of Part I of Table A, a Director may be appointed under this Clause to hold office for life or any other period or upon such terms as to the rotation of his retirement as the Directors shall at the time of his appointment determine. A Director appointed to hold office for life or any other fixed period shall not during that period be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

9. In Clause 98 of Part I of Table A the words "In case of an equality of votes the Chairman shall have a second or casting vote" shall be deleted and in Clause 104 of Part I of Table A the words "and in the case of an equality of votes the chairman shall have a second or casting vote" shall be deleted.

DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated:-

- (A) If he becomes bankrupt or insolvent or compounds with his creditors;
- (B) If he becomes of unsound mind or is found a lunatic;
- (C) If he becomes prohibited from being a Director by reason of any order made under Section 188 of the Companies Act 1948;
- (D) If he resigns his office by notice in writing to the Company.

11. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 199 of the Companies Act 1948 he shall be counted in the quorum at any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.

ALTERNATE DIRECTORS

12. A Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors may, with the approval of the other Directors, by writing appoint any person to be an alternate Director in his place for a period not exceeding six months on any one occasion. The person so appointed shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his office on the expiration of the term for or the happening of the event until which he is by the terms of his appointment to hold office or if the appointor in writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

R. Tincknell & Son, Limited.

Passed 7th March 1968

AT an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened, and held at the registered office of the Company at 2, Glastonbury Road, Wells, Somerset, on the 7th day of March 1968, the subjoined Resolution was duly passed viz:-

ORDINARY RESOLUTION

THAT the capital of the Company be increased to £100,000 by the creation of 85,000 further Shares of £1 each.

V. G. Tincknell.

V.G. TINCKNELL

Chairman.





THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company { R. TINCKNELL & SON

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

Presented by

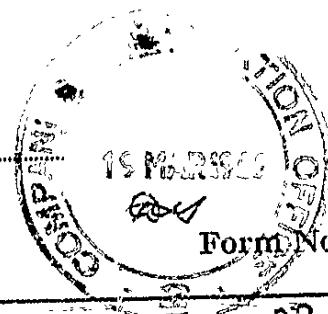
Document Filer's Reference pp

Lewis W. Taylor & Co.

1 Verulam Buildings,

Grays Inn,

London, W.C.1.



Form No. 10

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

R. TINCKNELL & SON

..... Limited, hereby gives you notice, pursuant to
 * "Ordinary", Section 63 of the Companies Act, 1948, that by an * Ordinary
 "Extra-ordinary", or
 "Special". Resolution of the Company dated the 7th day of March 1968

the Nominal Capital of the Company has been increased by the addition thereto of
 the sum of £ 85,000 beyond the Registered Capital
 of £ 15,000

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
85,000	Unclassified	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
 subject to which the new shares have been, or are to be, issued are as follows :—
 para passu with the existing shares of the Company

* * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature.....

R. L. Tincknell

State whether Director
or Secretary

Secretary

Dated the

7th

day of

March

1968

Note.—This margin is reserved for binding and must not be written across

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

R. TINCKNELL & SON

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Lewis W. Taylor & Co.,

1 Verulam Buildings,

Grays Inn, London, W.C.1.



The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

R. TINCKNELL & SON

Limited

has by a Resolution of the Company dated

7th

March

1968

been increased by

the addition thereto of the sum of £85000,

divided into :—

85000

Unclassified

Shares of

£1

each

~~Shares of~~

each

beyond the registered Capital of £15,000.

Signature

R. Y. Lindner

(State whether Director or Secretary)

Secretary

Dated the

7th

day of

March

1968

Note—This margin is reserved for binding and must not be written across

THE COMPANIES ACT 1948 TO 1981

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION OF

R. TINCKNELL & SON LIMITED (452971)

PASSED THE 21st DAY OF December 1984

59

AT AN ORDINARY GENERAL MEETING OF THE ABOVE
NAMED COMPANY, DULY CONVENED AND HELD AT WALSLEY
~~WALSLEY~~ ON THE 21st DAY
OF December 1984

THE FOLLOWING RESOLUTION WAS DULY PASSED:

THAT THE AUTHORISED SHARE CAPITAL
BE INCREASED BEYOND THE REGISTERED
CAPITAL BY £900,000 TO A FIGURE OF
£1,000,000 ALL SHARES TO RANK PARI-PASSU
WITH EXISTING SHARES.

SIGNED.....*R. L. Tincknell*

DIRECTOR OR SECRETARY
OF COMPANY*Secretary*.....

DATE*21. 12. 1984*.....

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

610

452971

Name of Company

R. TINCKNELL & SON

Limited*

*delete if
inappropriate†delete as
appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[XXXXXXXXXX] resolution of the company dated 21. 12 1984

the nominal capital of the company has been increased by the addition thereto of the sum of
£ 900,000 beyond the registered capital of £ 100,000A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
900,000	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:Please tick here if
continued overleaf
☐
†delete as
appropriate

Signed

[Director] [Secretary] ‡ Date

21.12.1984

Presentor's name, address and
reference (if any):For official use
General section

Post room

