

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

Please do not  
write in  
this margin

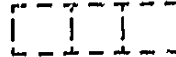
Pursuant to section 12(3) of the Companies Act 1985

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

\*insert full name  
of company

To the Registrar of Companies

For official use



For official use



Name of company

*  FERNLANDS  Limited
-----------------------------------

I, NIGEL LEONARD BLOOD,

of 84 Temple Chambers,

Temple Avenue,

London, EC4Y 0HP

do solemnly and sincerely declare that I am a person named as secretary of the company in the statement delivered to the registrar under section 10(2) and that all the requirements of the above Act in respect of the registration of the above company and of matters precedent and incidental to it have been complied with, And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at Temple Chambers,

Temple Avenue,

in the City of London.

the 15<sup>th</sup> day of May

One thousand nine hundred and eighty five

Declarant to sign below

before me

A Commissioner for Oaths/

A Solicitor having the powers conferred on a Commissioner for Oaths

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

The London Law Agency Limited  
84 Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP  
Telephone: 01-353 9471  
Telex: 23553

For official use

New Companies Section

Post room

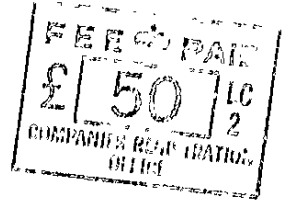


The London Law Agency Limited

Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)

THE COMPANIES ACT 1985



A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
OF  
FERNLANDS LIMITED



2023752

1. The Company's name is "FERNLANDS LIMITED".
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-

(A) (i) To purchase, take on lease, exchange, lease or otherwise deal in and to hold for the purpose of investment, development or resale and to traffic in any freehold, leasehold or other property for any estate or interest whatever, and any options, rights, privileges or easements over or in respect of the same and to purchase, exchange or otherwise deal in stocks, debentures, debenture stock, bonds, obligations or securities of any government, state or authority or of any public or private company, corporate or unincorporated; to make advances upon the security of land or house or other property or any interest therein.

(ii) To carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers, and agents, surveyors, valuers and auctioneers, builders' merchants, plant hire specialists, painters, decorators, plumbers, farmers, stock and poultry breeders, produce merchants, grocers, confectioners, tobacconists and newsagents, haulage and transport contractors, electricians and general engineers.

(iii) To carry on all or any of the businesses of hire purchase financiers, and hire purchase consultants, financiers for the promotion of the sale for cash or on credit, or on the instalment plan or hire purchase agreement or easy payment system or otherwise of goods, wares, produce, products and merchandise of every description, and to lend and advance money to, or negotiate loans on behalf of, and to provide credit facilities for such persons, firms or companies, and on such terms as may seem expedient; to operate, for cash or credit, discount to give guarantees or become security for the payment of or the performance of any obligation or undertakings.

THE LONDON AND AFRICA LTD.  
10, FLEET STREET, LONDON EC4A 3DF



72/1008/131

(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(G) To receive money on deposit or loan upon such terms as the Company may approve.

(H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business.

(I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish, set up, support and maintain share purchase schemes or profit sharing schemes for the benefit of any employees of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(U) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's Holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's Holding company as may be lawful.


(V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the Members is limited.


5. The Company's share capital is £100 divided into 100 shares of £1 each.




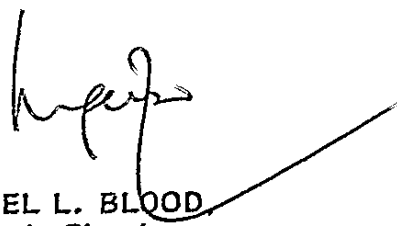
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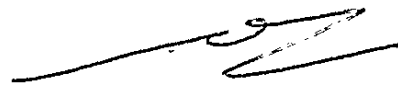


We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of Shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 ROY C. KEEN, Temple Chambers, Temple Avenue, London EC4Y OHP.	One
 NIGEL L. BLOOD, Temple Chambers, Temple Avenue, London EC4Y OHP.	One
Total Shares taken	Two

Dated the 1st day of May, 1986.

Witness to the above Signatures:-

  
J. JEREMY A. COWDRY,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP.



THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

2023752

FERNLANDS LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 8 and 64 of Table A shall not apply to the Company, and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

SHARES

2. (A) Subject to Sub-Article (B) hereof all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

(B) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated; and that this authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.

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

(D) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.

3. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to any dividend or other amount payable in respect thereof.

## GENERAL MEETINGS

4. A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.

5. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

6. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

## DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A; and Clause 89 of Table A shall be modified accordingly.

8. If the resolution or instrument by which a Director is appointed so provides, he shall be a Permanent Director and not subject to retirement by rotation; and Clauses 73 to 75 (inclusive) of Table A shall not apply to any Permanent Director.

9. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

10. A Director may vote as a Director on any resolution concerning any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.

## INDEMNITY

11. Subject to the provisions of the Act and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

## TRANSFER OF SHARES

12. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share; and Clause 24 of Table A shall be modified accordingly.

---

NAMES AND ADDRESSES OF SUBSCRIBERS

---



ROY C. KEEN,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP.



NIGEL L. BLOOD,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP.

---

Dated the 1st day of May, 1986.

Witness to the above Signatures:-



J. JEREMY A. COWDRY,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP.



COMPANIES FORM No. 10

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

10

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies  
For official use

\*Insert full name  
of company

Name of company

2023752

* FERNLANDS Limited
---------------------

The intended situation of the registered office of the company on Incorporation is as stated below

84 Temple Chambers, Temple Avenue, LONDON	Postcode	EC4Y 0HP
---	----------	----------

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

X
---

The London Law Agency Limited, 84 Temple Chambers, Temple Avenue, LONDON	Postcode	EC4Y 0HP
---	----------	----------

Number of continuation sheets attached (see note 1)

--

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

The London Law Agency Limited  
84 Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP  
Telephone: 01-353 9471  
Telex: 23553

For official use  
General Section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3)		Roy Charles Keen		Business occupation	
				Company Director	
Previous name(s) (note 3)		None		Nationality	
Address (note 4)		84 Temple Chambers		English	
		Temple Avenue		Date of birth (where applicable)	
		LONDON	Postcode	EC4Y 0HP	(note 6)
Other directorships †					
The London Law Agency Limited					
West's Printing Works Limited					
I consent to act as director of the company named on page 1					
Signature				Date 1 - MAY 1986	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

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

Name (notes 3 & 7)		Nigel Leonard Blood	
Previous name(s) (note 3)		None	
Address (notes 4 & 7)		84 Temple Chambers	
		Temple Avenue	
		Postcode	EC4Y 0HP
I consent to act as secretary of the company named on page 1			
Signature		Date 1 - MAY 1986	

Agents for and on behalf of the Company The London Law Agency Limited	
Signature of agent on behalf of subscribers	Director Date

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2023752

I hereby certify that

**FERNLANDS LIMITED**

is this day incorporated under the Companies Act 1985 as a  
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the

29TH MAY 1986

A handwritten signature in dark ink, appearing to read 'David Jones'.

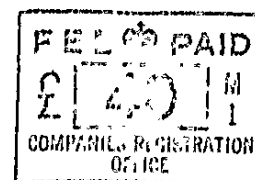
DAVID JONES

an authorised officer

No. 2023752 / 6

THE COMPANIES ACT 1985

FERNLANDS LIMITED



RESOLUTIONS  
(passed 14th July 1986)



AT AN Extraordinary General Meeting of the above-named Company duly convened and held at 2/3 Hind Court, Fleet Street, London EC4 on the 14th July 1986 the following Resolutions were duly passed, Resolutions numbered 1 and 2 as Ordinary Resolutions and Resolutions numbered 3, 4 and 5 as Special Resolutions:-

ORDINARY RESOLUTION NO.1

That the capital of the Company be increased to £40,000 by the creation of 100 "A" Shares of £1 each and 39,800 Ordinary Shares of £1 each.

ORDINARY RESOLUTION NO.2

That the Directors are generally and unconditionally authorised to allot relevant securities provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed 39,900 Shares the number created by the above-mentioned Ordinary Resolution numbered 1; and that this authority shall expire on the fifth anniversary of the passing of this Resolution unless varied or revoked or renewed by the Company in General Meeting; and that this authority shall extend to authorising the Directors at any time before the

16 JUL 1986  
The Royal Bank of Scotland  
£40 001267

expiration thereof to make any offer or agreement which will or may require relevant securities to be allotted after the expiry of this authority.

SPECIAL RESOLUTION NO.3

That the present Memorandum of Association of the Company shall no longer apply and that in lieu thereof the new Memorandum of Association (which only alters clause 3 of the present Memorandum of Association) a copy whereof has been signed by Mr. D.P. Rosling for the purpose of identification, be adopted as the Memorandum of Association of the Company.

SPECIAL RESOLUTION NO.4

That contingently upon the passing of the above-mentioned Ordinary Resolution numbered 1 (to increase the capital of the Company) the present Articles of Association of the Company shall no longer apply and that in lieu thereof the new Articles of Association a copy whereof has been signed by Mr. D.P. Rosling for the purpose of identification, be adopted as the Articles of Association of the Company.

SPECIAL RESOLUTION NO.5

That the name of the Company be changed to HAMMER WOOD CONSERVATION LIMITED

*Certified a true copy  
H. W. Rosling.  
Secretary.*



# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2023752 | 7

I hereby certify that

FERNLANDS LIMITED

having by special resolution changed its name, is now

incorporated under the name of

HAMMER WOOD CONSERVATION LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the

6TH AUGUST 1986

*M. Moss.*  
MRS. M. MOSS

an authorised officer

1110

2023752  
10

COMPANY NUMBER 2023752

THE COMPANIES ACT 1985

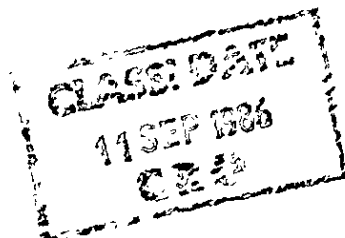
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES OF ASSOCIATION OF:

(as amended by Special Resolutions passed 14th July, 1986)

FERNLANDS LIMITED

Incorporated the 29th day of May 1986



ROSLING KING  
2/3 Hind Court  
Fleet Street  
LONDON  
EC4A 3 J.



No. 2023752

THE COMPANIES ACT 1985

FERNLANDS LIMITED

RESOLUTIONS  
(passed 14th July 1986)  
-----

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That the name of the Company be changed to HAMMER WOOD CONSERVATION LIMITED

✓OK

WOOD

THE COMPANIES ACT 1985

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A PRIVATE COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

FERNLANDS LIMITED

(as adopted by Special Resolution passed  
14th July 1986)

---

1. The Company's name is "FERNLANDS LIMITED".
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-
  - (A)(i) To purchase or otherwise acquire certain freehold land at Hammer Wood in the Parish of Hammerwood and Holtye in the County of Sussex ("the Wood").
  - (ii) To manage the Wood and such other land and premises of any tenure in which the Company shall have any interest: to improve, cultivate and exploit the same and to supply to the members of the Company and others (subject to such terms and conditions including payment of annual subscriptions or other fees or charges as shall be determined from time to time by the directors of the Company) with such recreational sporting cultural and other services needs and wants as may be required by them and to permit the members and others (subject to such terms and conditions as aforesaid) to exercise such rights privileges and easements attaching to the Wood and other land or rights therein owned or managed by the Company to the extent that the Company may grant the same: and to carry on business as estate managers.
- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, machinery, plant, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any tracks, pathways, bridleways, bridges, buildings, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(G) To receive money on deposit or loan upon such terms as the Company may approve.

(H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business.

(I) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills and exchange and other negotiable instruments.

(J) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(K) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(L) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(M) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(N) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(O) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(P) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(Q) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(R) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(S) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's Holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's Holding company as may be lawful.

(T) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by the reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the Members is limited.

5. The Company's share capital is £100 divided into 100 shares of £1 each. \*

\* N.B.

By Ordinary Resolution dated 14th July, 1986 the share capital was increased to £40,000 divided into 100 "A" shares of £1 each and 39,900 Ordinary Shares of £1 each.



THE COMPANIES ACT 1985

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A PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

FERNLANDS LIMITED

(as adopted by Special Resolution passed  
14th July 1986)

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1. (A) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall, to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 8, 54, 73 to 78 inclusive, 80 and 89.

(B) In these Articles:

"The Wood" means Hammer Wood in the Parish of Hammerwood and Holtye in the County of Sussex.

"A Wood Owner" means a person being a partner in the partnership known as Hammer Wood Woodland Partnership which is the owner of the freehold of the Wood or any part thereof.

"Permitted Person" means a person

- (a) being the owner or co-owner of freehold land and premises within a radius of one mile from the centre of the Wood (the said centre being 447E 387N on Ordnance Survey Sheet No.TQ43/53 Current Edition) or
- (b) approved by Special Resolution of the Company pursuant to Article 17(C) hereof

## SHARES

2. (A) Subject to Sub-Article (B) hereof all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

(B) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated; and that this authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.

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

(D) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.

3. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to any dividend or other amount payable in respect thereof.

## GENERAL MEETINGS

4. The authorised share capital of the Company is £40,000 divided into 100 "A" Shares of £1 each and 39,900 Ordinary Shares of £1 each. Except as is hereinafter provided with regard to the rights to appoint and remove "A" Directors and as to the restrictions on transfer of "A" Shares and Ordinary Shares the "A" Shares and the Ordinary Shares shall rank *pari passu* in all respects.

5. A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.

6. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those

retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

7. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words, "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

#### DIRECTORS

8. The number of directors shall be not less than five nor more than ten, of whom not more than five shall be "A" Directors. The first "A" Directors are David Patrick Rosling, Peter William Smith, April Caroline Trezies and Donald Brian Harper.

9. Save as to the appointment of the first "A" Directors the holders of a majority in nominal value of the issued "A" Shares shall be entitled at any time and from time to time to appoint any person an "A" Director (but so that the maximum number of "A" Directors fixed in accordance with these articles is not thereby exceeded) to determine the period for which such person is to hold office and to remove any "A" Director from office. Every such appointment, determination or removal shall be made by notice in writing signed by or on behalf of such majority holders.

10. Unless otherwise provided by the terms of his appointment and subject to the provisions of the statutes every "A" Director of the Company once appointed shall hold office until removed in manner provided by these Articles or until he dies, resigns or otherwise vacates office under the provisions hereinafter contained.

11. The quorum necessary for the transaction of business of the directors shall be four of whom two shall be "A" Directors. Any alternate director present at a meeting of the directors shall be deemed to be the director he represents.

12. In Regulation 79 of Table A the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting", shall be omitted and the sentence "An "A" Director may not be appointed in this manner" shall be added as the final sentence of Regulation 79.

13. At any time and from time to time the Company may without prejudice to the immediately preceding article by Ordinary Resolution appoint any person to be a director (other than an "A" Director) but such appointment must not breach the provisions as to the maximum number of directors. Such resolution may determine the period for which such person is to hold office.

14. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

15. A Director may vote as a Director on any resolution concerning any contract or arrangement in which he is interested or upon any matter

retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

7. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words, "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

#### DIRECTORS

8. The number of directors shall be not less than five nor more than ten, of whom not more than five shall be "A" Directors. The first "A" Directors are David Patrick Rosling, Peter William Smith, April Caroline Trezies and Donald Brian Harper.

9. Save as to the appointment of the first "A" Directors the holders of a majority in nominal value of the issued "A" Shares shall be entitled at any time and from time to time to appoint any person an "A" Director (but so that the maximum number of "A" Directors fixed in accordance with these articles is not thereby exceeded) to determine the period for which such person is to hold office and to remove any "A" Director from office. Every such appointment, determination or removal shall be made by notice in writing signed by or on behalf of such majority holders.

10. Unless otherwise provided by the terms of his appointment and subject to the provisions of the statutes every "A" Director of the Company once appointed shall hold office until removed in manner provided by these Articles or until he dies, resigns or otherwise vacates office under the provisions hereinafter contained.

11. The quorum necessary for the transaction of business of the directors shall be four of whom two shall be "A" Directors. Any alternate director present at a meeting of the directors shall be deemed to be the director he represents.

12. In Regulation 79 of Table A the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting", shall be omitted and the sentence "An "A" Director may not be appointed in this manner" shall be added as the final sentence of Regulation 79.

13. At any time and from time to time the Company may without prejudice to the immediately preceding article by Ordinary Resolution appoint any person to be a director (other than an "A" Director) but such appointment must not breach the provisions as to the maximum number of directors. Such resolution may determine the period for which such person is to hold office.

14. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

15. A Director may vote as a Director on any resolution concerning any contract or arrangement in which he is interested or upon any matter

arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.

### INDEMNITY

16. Subject to the provisions of the Act and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

### TRANSFER OF SHARES

17. (A) On the holder of any "A" Shares ceasing to be a Wood Owner such holder shall thereupon transfer all the "A" Shares in the Company registered in his name to the person who is the successor to him as a partner in the partnership owning the Wood.

(B) On the holder of any Ordinary Shares ceasing to be a Permitted Person such holder shall thereupon transfer all the Ordinary Shares in the Company registered in his name. Such holder may transfer all his Ordinary Shares to the person who by conveyance, transfer or otherwise shall be the successor in title to the said holder in respect of the land or premises which qualified him as a Permitted Person.

(C) Subject to paragraph (B) hereof, if at any time the holder of any Ordinary Shares shall desire to transfer all the Ordinary Shares registered in his name he shall serve the Company with a notice (hereinafter called a "transfer notice") of his desire to sell all his Ordinary Shares and such notice shall constitute the Company his agent to sell such shares subject to the following provisions:

- (i) In the transfer notice the said holder may stipulate the person to whom he wishes to transfer the said Ordinary Shares (hereinafter called "the transferee").
- (ii) If the transferee is so stipulated the Directors shall forthwith convene an Extraordinary General Meeting of the Company to propose as a Special Resolution that the transferee be approved as a Permitted Person.
- (iii) If the Special Resolution shall be duly passed at such Meeting the said holder shall thereupon be bound to transfer all his Ordinary Shares to the transferee.
- (iv) If the Special Resolution shall not be duly passed at such Meeting or in the case where no transferee is stipulated in the transfer notice the Directors shall thereupon endeavour to find a person willing to purchase the said Ordinary Shares at par value.
- (v) If within 60 days of the date of the said Extraordinary General Meeting or within 60 days of the service of the transfer notice where no transferee is stipulated therein the

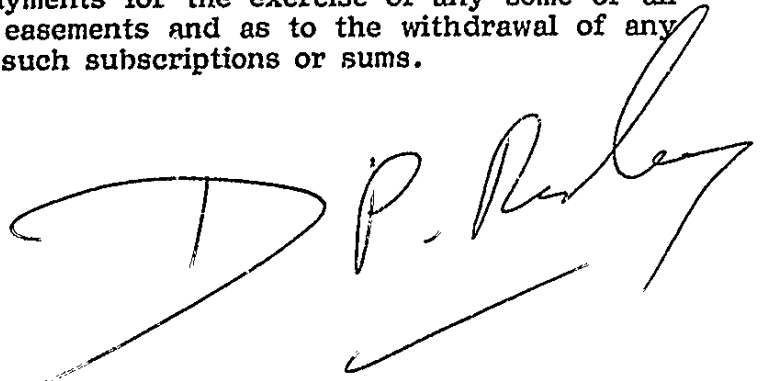
Directors shall find a person selected as aforesaid they shall give notice to the said holder to that effect and he shall thereupon be bound upon payment of the par value of the said Ordinary Shares to transfer the said Ordinary Shares to the transferee.

(vi) If at the expiration of the relevant date aforesaid no such notice shall be given to the said holder he shall be at liberty at any time within 180 days of the date of service of the transfer notice (subject to paragraph (E) of this Article) to transfer the said Ordinary Shares at any price to any person.

(D) If the holder of any Shares (being obliged to transfer the same) refuses or neglects to transfer them in accordance with paragraphs (A), (B) and (C) of this article the chairman for the time being of the Company or any director nominated for that purpose by resolution of the board of directors is authorised in the name and on behalf of the holder to sign a transfer of his Shares to the person to whom the same should be transferred and the Company may receive and give a good discharge for the purchase money and enter the name of the transferee in the register of members as the holder of the Shares so transferred.

(E) The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer save any transfer made in accordance with either paragraph (A) or (B) or (C)(iii) or (C)(v) hereof and Clause 24 of Table A shall be modified accordingly.

18. The members of the Company shall from time to time and whenever called upon so to do pay to the Company such subscriptions or sums as shall be prescribed by the Directors for the use or enjoyment of all or any of the rights privileges and easements relating to the Wood and other land owned or managed by the Company. The Directors may make such regulations and provisions as they think fit in respect thereof including without prejudice to the generality of the foregoing regulations and provisions as to differential payments for the exercise of any some or all of such rights privileges and easements and as to the withdrawal of any such upon the non-payment of such subscriptions or sums.

A large, stylized handwritten signature in black ink, appearing to read "D. P. Parley". The signature is written in a cursive, flowing style with a large initial "D" and a long, sweeping underline.

## Notice of increase in nominal capital

123

Please do not  
write in  
this margin

**Pursuant to section 123 of the Companies Act 1985**

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

**To the Registrar of Companies**

For official use      Company number

[[[9]]]

2023752

\*Insert full name  
of company

Name of company

\* FERNLANDS LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 14th July 1986 the nominal capital of the company has been increased by £39,900 beyond the registered capital of £100.

†The copy must be printed or in some other form approved by the registrar

A copy of the resolution authorising the increase is attached.

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:

As per the Resolutions

Please tick here if  
continued overleaf

Delete as appropriate

**Signed**

[Director][Secretary]§ Date 14th July 1986

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

ROSLING KING,  
2/3 HIND COURT,  
FLEET STREET,  
LONDON  
EC4A 3DL

**For official use**

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★ ★ ★ ★ ★

## Companies G123

# G

COMPANIES FORM No. 224

## Notice of accounting reference date (to be delivered within 6 months of incorporation)

# 224

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[114]

2023752

Name of company

\* Insert full name  
of company

\* HAMMER WOOD CONSERVATION Limited

gives notice that the date on which the company's accounting reference period is to be treated as  
coming to an end in each successive year is as shown below:**Important**  
The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

3/1/08

5 April  
Day Month

0/5/04

30 June  
Day Month

3/0/06

31 December  
Day Month

3/1/12

† Delete as  
appropriate

Signed

[Director][Secretary]† Date 20<sup>th</sup> Nov 1986Presenter's name address and  
reference (if any):MR G.E. SYKES  
SUMMERLEAZE,  
HAMMERWOOD  
EAST GRINSTEAD  
WEST SUSSEX  
RH19 3GE.For official Use  
General Section

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