

G

COMPANIES FORM No. 12

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

12

Please do not
write in
this margin

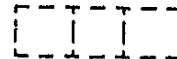
Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use



2236195

Name of company

* insert full
name of Company* 15 LINDEN ROAD (MANAGEMENT)
COMPANY LIMITED

I, SIMON CHARLES BOURGE

of 14 PRINCESS VICTORIA STREET

CLIFTON

BRISTOL BS8 4BP

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 14 PRINCESS VICTORIA STREET

Declarant to sign below

CLIFTON

BRISTOL BS8 4BP

the 15th day of February

One thousand nine hundred and eighty eight

before me Gary H. Cooper J.P.

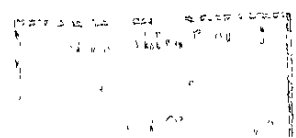
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

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

BRISTOL LEGAL SERVICES
14 PRINCESS VICTORIA STREET
CLIFTON
BRISTOL BS8 4BP.

For official Use
New Companies Section

Post room





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

To the Registrar of Companies

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

For official use

* insert full name
of company

Name of company

* 15 LINDEN ROAD (MANAGEMENT) COMPANY LIMITED
--

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

14 PRINCESS VICTORIA STREET	
CLIFTON BRISTOL	
Postcode	BS

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

BRISTOL LEGAL SERVICES LIMITED	
14 PRINCESS VICTORIA STREET CLIFTON	
BRISTOL	
Postcode	BS

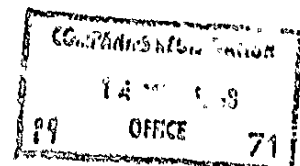
Number of continuation sheets attached (see note 1)

--

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

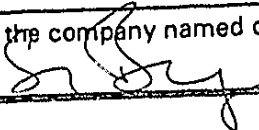
For official Use
General Section

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) SIMON CHARLES BOURGE		Business occupation
		COMPANY DIRECTOR
Previous name(s) (note 3)		Nationality
		BRITISH
Address (note 4) 14 PRINCESS VICTORIA STREET		Date of birth (where applicable)
CLIFTON BRISTOL		(note 6)
	Postcode	BS ²
Other directorships †		
I consent to act as director of the company named on page 1		
Signature 		Date 18 February 1988

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

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable)
		(note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable)
		(note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

THE COMPANIES ACT 1985

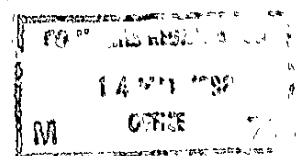
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

15 LINDEN ROAD (MANAGEMENT) COMPANY LIMITED

1. The name of the Company is "15 LINDEN ROAD (MANAGEMENT) COMPANY LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) (i) To acquire any leasehold or freehold property and in particular the property known as 15 LINDEN ROAD WESTBURY PARK BRISTOL (hereinafter called "the Estate") and to hold the same as an investment for the benefit of the Members of the Company (hereinafter called "the dwellingholders").
 - (ii) To manage and administer the Estate and any other land, buildings, and real property either on its own account or as trustee, nominee or agent of any other company or person, to provide services in relation thereto, to collect rents and income, pay the rates, taxes and all other outgoings, keep the Estate insured and pay all premiums payable in respect thereof and to employ appropriate staff and managing or other agents.
 - (iii) To grant or acquire such leases, licences, easements, rights, privileges and profits and to enter into such deeds containing such covenants, provisions and conditions as may be requisite to secure to the dwellingholders the full enjoyment of the residential units comprised in the Estate and to provide for the maintenance of the Estate.
 - (iv) To maintain, decorate, repair, construct, alter and improve any apartments, flats, service suites, houses, buildings and garages and to enter into contracts with builders, tenants and others and to finance building operations and to consolidate, connect and subdivide properties.



- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be conveniently carried on in connection with or ancillary to any of the businesses of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To construct, improve, manage, develop, repair, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant, rights, options, licences and privileges in respect of, and in any other manner deal with all or any part of the property and rights of the Company.
- (e) To invest and deal with the moneys of the Company not immediately required for the purposes of the business or businesses of the Company in such manner as may from time to time be determined by the Directors of the Company and to hold or otherwise deal with any investments made or any securities held.
- (f) To lend and advance money or give credit to any company, firm or person on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary company as defined by section 736 of the Companies Act 1985 or otherwise connected with the Company in business.
- (g) To draw, make, accept, endorse, negotiate, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, debentures, and other negotiable or transferable instruments.
- (h) To borrow or raise money or arrange for the payment of money in any manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's real and personal property and assets, present or future, including its uncalled capital, and also to issue by way of mortgage charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (i) 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.
- (j) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or

applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (k) To enter into any arrangement with any government or authority that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
- (l) To give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants.
- (m) To distribute among the Members of the Company in specie any property of the Company of whatever nature, or any proceeds of sale or dispersal of any property of the Company.
- (n) To do all or any of the above things or matters herein set out in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise.
- (o) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

And it is hereby declared that save as otherwise expressly provided, each of the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires, be in any way limited by reference to any other sub-clause or by the name of the Company, and that the provisions of each sub-clause 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 sub-clauses defined the objects of a separate and distinct company.

- 4. The income and property whatsoever and wheresoever derived of the Company shall be applied solely towards the promotion of the objects of the Company as herein set forth and no part thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Company

but so that nothing herein contained shall prevent the payment in good faith of remuneration to any director, officer or servant of the Company or to any member of the Company in return for services rendered to the Company.

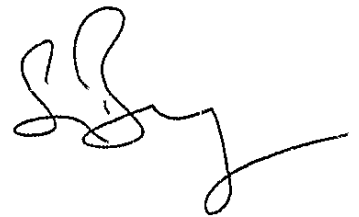
5. The liability of the Members is limited.
6. The share capital of the Company is £3 divided into 3 shares of £1 each.

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.
------------------------------------	--

SIMON CHARLES BOURGE
14 PRINCESS VICTORIA STREET
CLIFTON
BRISTOL
BS8 4BP

ONE



DAVID JUSTIN COOPER
14 PRINCESS VICTORIA STREET
CLIFTON
BRISTOL
BS8 4BP

ONE



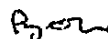
Total Shares taken

TWO

Dated this 1st day of February 1988

Witness to the above signatures:-

BEVERLEY KIM JONES
14 PRINCESS VICTORIA STREET
CLIFTON
BRISTOL
BS8 4BP



THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

15 LINDEN ROAD (MANAGEMENT) COMPANY LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Companies (Table A to F) 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 3, 24 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.

2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any Shares in or Debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any Shares in or Debentures of the Company with a view to all or any of those Shares or Debentures being offered for sale to the public.

MEMBERSHIP

3. In this and the following Articles:-

"Dwelling" means a flat or maisonette, messuage or dwellinghouse comprised in any property for the time being managed by the Company pursuant to Sub-Clause (a) of Clause 3 of the Memorandum of Association.

"Dwellingholder" means the person or persons to whom the Lease of a dwelling has been granted or assigned, or who are the owners in fee simple of a dwelling; and so that, whenever two or more persons are for that time being joint Dwellingholders of any one dwelling, they shall for all the purposes of these Articles be deemed to constitute one Dwellingholder.

4. (a) The Shares of the Company shall only be allotted or transferred to a person firm or company who shall comply with any such regulations and any conditions of admission to membership of the Company as the Company in General Meeting may from time to time deem it necessary to impose.

(b) Subject to Sub-Article (a) hereof the Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any securities (as defined by Section 80 (2) of the Act) of the Company to the Dwellingholders and generally on such terms and in such manner as they think fit.

(c) The general authority conferred by Sub-Article (b) hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the incorporation of the Company unless revoked or renewed by the Company in General Meeting.

(d) The Directors shall be entitled under the general authority conferred by Sub-Article (b) hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Subject to the provisions of Part V of the Act the Company may:-

- (a) issue any Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
- (b) purchase its own Shares (including any redeemable Shares);
- (c) make a payment in respect of the redemption or purchase under Section 159 or (as the case may be) Section 162 of the Act of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares.

6. (a) If any Dwellingholder parts with his interest in the dwelling held by him, or if his interest therein for any reason ceases and determines, he or, in the event of his death, his legal personal representative shall transfer his Share in the Company to the person or persons becoming Dwellingholder of the said dwelling in his place.

(b) The price to be paid on the transfer of every Share under this Article shall, unless the transferor and transferee otherwise agree, be its nominal value.

(c) If the holder of a Share (or his legal personal representative) refuses or neglects to transfer it in accordance with this Article, one of the Directors, duly nominated for that purpose by a resolution of the Board, shall be the Attorney of such holder, with full power on his behalf and in his name to execute, complete and deliver a transfer of his Share to the person or persons to whom the same ought to be transferred hereunder; and the Company may give a good discharge for the purchase money and enter the name of the transferee of the said Share in the Register of Members as the holder thereof.

7. If a Member shall die or be adjudged bankrupt, his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a Member of the Company, provided he or they shall for the time being be the Dwellingholder of the dwelling formerly held by such deceased or bankrupt Member.

8. The Directors may refuse to register any transfer of Shares and shall so refuse in the case of any transfer made in contravention of the foregoing provisions.

GENERAL MEETINGS

9. 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

10. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as 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.

11. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 10 of the Act. If the instrument of appointment of a Director so provides, he shall be a Permanent Director and not subject to retirement by rotation; and Clauses 73 to 77 (inclusive) of Table A shall not apply to any permanent Director.

12. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.

13. 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.

14. A Director may vote as a Director in regard to 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.

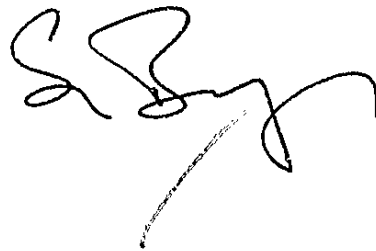
15. Any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

EXPENSES

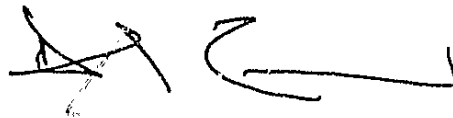
16. The Members shall from time to time, and whenever called upon by the Company so to do, contribute equally, or in such proportions as the directors may determine, to all expenses and losses which the Company shall properly incur on their behalf, and in respect of which they are not otherwise bound to contribute in their capacity as Members.

Names and addresses of Subscribers

SIMON CHARLES BOURGE
14 PRINCESS VICTORIA STREET
CLIFTON
BRISTOL
BS8 4BP



DAVID JUSTIN COOPER
14 PRINCESS VICTORIA STREET
CLIFTON
BRISTOL
BS8 4BP



Dated this 12 day of February 1988

Witness to the above signatures:-

BEVERLEY KIM JONES
14 PRINCESS VICTORIA STREET
CLIFTON
BRISTOL
BS8 4BP

Bjones

FILE COPY



CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 2236195

I hereby certify that

15 LINDEN ROAD (MANAGEMENT) COMPANY
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 28 MARCH 1988

A handwritten signature in dark ink, appearing to read 'D.G. Blagden'.

D.G. BLAGDEN

an authorised officer

DORMANT COMPANY RESOLUTION

COMPANY No. 2236195

THE COMPANIES ACT 1985, SECTION 252

SPECIAL RESOLUTION OF

15 LINCOLN ROAD (MANAGEMENT) COMPANY LIMITED

AT A GENERAL MEETING OF THE ABOVE NAMED COMPANY,

HELD ON THE 30 DAY OF SEPTEMBER 1989

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

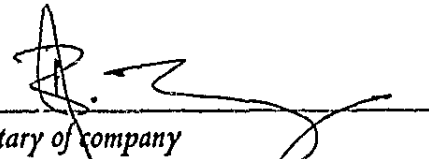
EITHER

The company, having been dormant since its formation and no accounts having been laid before it in general meeting, resolves to make itself exempt from the obligation to appoint auditors as otherwise required by section 384 of the Companies Act 1985.

OR

The accounts of the company for the financial year ending _____ having been laid before the company at the meeting, and the company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the obligation to appoint auditors as otherwise required by section 384 of the Companies Act 1985.

SIGNED


Director or Secretary of company

Secretary

DATE

30.9.89

