

FILE COPY



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

Company No. 3093161

The Registrar of Companies for England and Wales hereby certifies that
FLETTON MANAGEMENT LIMITED

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

Given at Companies House, Cardiff, the 21st August 1995



N03093161A

A handwritten signature in dark ink, appearing to read 'S. Morgan'.

S. MORGAN (MRS)

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

**OYEZ**

Please complete in
typescript, or in
bold black capitals.

12

Declaration on Application for Registration

Company Name in full

FLEWITTON MANAGEMENT LIMITED

***F0120C10***

I, VICTORIA JANE SARGENT

of 4 WEST STREET, OUNDLE, PETERBOROUGH PE8 4EF

†Please 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 of the Companies Act 1985]† and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

Declared at 4 NEW STREET, OUNDLE, PETERBOROUGH PE8 4EF

the eleventh day of AUGUST

One thousand nine hundred and ninety FIVE

*Please print name.

before me*

PETER L. IZOD GORDON SIDNEY RYALL

Signed

Date 11th August 1995

A Commissioner for Oaths or Notary Public or Justice of the Peace
or Solicitor

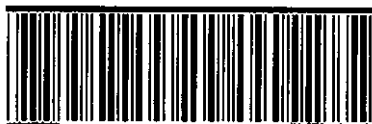
Please give the name, address, telephone
number, and if available, a DX number and
Exchange of the person Companies House
should contact if there is any query.

VICTORIA JANE SARGENT, 4 WEST STREET, OUNDLE

PETERBOROUGH PE8 4EF

Tel 01832 272971

DX number 716081 DX exchange OUNDLE



A22 *AGS1YDVP* 398
COMPANIES HOUSE 12/08/95

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ
for companies registered in England and Wales **DX 33050 Cardiff**
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**



OYEZ

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

This form should be completed in black.

Company name (*in full*)

CN

For official use ☐

FLETTON MANAGEMENT LIMITED

Registered office of the company on incorporation.

RO

4 WEST STREET

Post town OUNDLE

County/Region PETERBOROUGH

Postcode PE8 4EF

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

☐

Name VINCENT SYKES SOLICITORS

RA

4 WEST STREET

Post town OUNDLE

County/Region PETERBOROUGH

Postcode PE8 4EF



Number of continuation sheets attached

0

To whom should Companies House direct any enquiries about the information shown in this form?

MS. VICTORIA JANE SARGENT, VINCENT SYKES

SOLICITORS, 4 WEST STREET, OUNDLE

PETERBOROUGH

Postcode PE8 4EF

Telephone 01832 272971

Extension

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS MS
VICTORIA JANE
SARGENT
-
-
-
AD 4 WEST STREET
Post town OUNDLE
County/Region PETERBOROUGH
Postcode PE8 4EF Country ENGLAND

I consent to act as secretary of the company named on page 1

Signed  Date 10.8.95

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

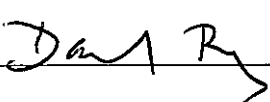
Date of birth

Business occupation

Other directorships

CD MR.
DANIEL
BERRY
-
-
-
AD 4 WEST STREET
Post town OUNDLE
County/Region PETERBOROUGH
Postcode PE8 4EF Country ENGLAND
DO 2 8 1 1 2 5 1 5 Nationality **NA** ENGLISH
OC SOLICITOR
OD NONE

I consent to act as director of the company named on page 1

Signed  Date 10/8/95

* Voluntary details

Consent signature

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

Signed

Date

Signature of agent on behalf of all subscribers


Date

Delete if the form
is signed by the
subscribers.

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

| | | | |
|---|---------------|--------------|---------|
| CD | MS | | |
| | VICTORIA JANE | | |
| | SARGENT | | |
| | | | |
| | | | |
| | | | |
| AD | 4 WEST STREET | | |
| | | | |
| | Post town | OUNDL | |
| | County/Region | PETERBOROUGH | |
| | Postcode | PE8 4EF | Country |
| | | | ENGLAND |
| DO | 2 | 0 | 0 |
| | 1 | 9 | 6 |
| | | | 8 |
| | | | |
| OC | SOLICITOR | | |
| OD | NONE | | |
| | | | |
| I consent to act as director of the company named on page 1 | | | |
| Signed | | Date | |
| | | 10.8.95 | |

| | |
|---|---------|
|  | |
| Signature of agent on behalf of all subscribers | Date |
| | 10/8/95 |

| | |
|--------|------|
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |

Notes

- 1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

- 2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

- 3 Directors details:

Show for each individual director their date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

- 4 Other directorships:

Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at **all times during the past 5 years** when the person was a director **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper.

- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name and number.

- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

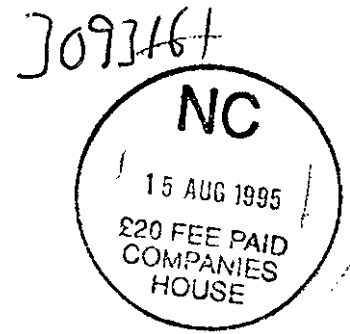
or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

THE COMPANIES ACTS 1985-1989
Private Company Limited by Shares
MEMORANDUM OF ASSOCIATION

of

Fletton Management Limited



1. The name of the company is Fletton Management Limited.
2. The registered office of the company will be situated in England and Wales.
3. The objects for which the company is established are:
 - 3.1 to acquire and hold a freehold interest in the property known as the former Fletton Day Centre St. John's Road Fletton Peterborough ('The Property') and to administer manage repair decorate maintain and insure the Property and to provide and arrange for the provision of services to the residents in the Property and for those purposes to employ all workmen contractors agents and professional advisers as may be necessary or desirable and to enter into all contracts and execute all deeds as shall be requisite;
 - 3.2 to sell let licence purchase take on lease or licence hire exchange or otherwise dispose of or acquire any real or personal property of any kind that is appropriate or convenient for the proper discharge or conduct of the business of the company;
 - 3.3 to borrow or raise money in such manner and in such sums and on such terms as the company shall deem fit and to give any form of security for such sums and to guarantee and stand surety for any other company or person to whom money may be lent;

655041

3.4 to lend money to any other company or person upon any terms and to invest the assets of the company in any form of investment and to place money at interest on any terms or to use such assets in the purchase of any property whether or not income bearing;

3.5 to effect insurance against any risk to which the company any property belonging to the company or any person employed by the company may be subject and to effect policies of life assurance in respect of any person in whose life the company has an insurable interest;

3.6 to pay gratuities pensions and retirement benefits to persons formerly employed by the company and their wives husbands and dependants and to pay contributions to any fund established or premiums on any insurance policy effected to provide sickness benefits for employees and such gratuities pension and retirement benefits.

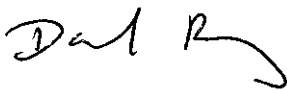

4. The liability of the members is limited.

5. The share capital of the company is Twelve Pounds (£ 12) divided into Six (6) A ordinary shares of One Pound (£1) each and Six (6) B ordinary shares of (£1) each and the voting rights of the holders of all ordinary shares shall be the same and all the ordinary shares shall rank pari passu on a winding up.

6. No person (other than a subscriber to this memorandum) shall be a member of the company unless he is a tenant of one of the flats in the Property under a lease the interest in the reversion to which is vested in the company. The terms of this clause shall not be altered.

7. The company shall not have power to declare or pay any dividend or bonus or make any distribution of any assets to the members except on a winding up provided that nothing in this clause shall prevent the payment of proper remuneration or fees to any person employed by or rendering services to the company nor the payment of interest at a rate not exceeding 10% a year on money lent by a member to the company.

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 | Signature | Number of shares taken by each subscriber |
|---|---|--|
| 1. Daniel Berry of 4 West Street Oundle Peterborough |  | 3 Class A |
| 2. Victoria Jane Sargent of 4 West Street Oundle Peterborough |  | 3 Class A |
| Total shares taken | | <u>6 Class A</u> |

Dated 10/8/95

Witness to the above signatures

Full Name NICHOLAS TEUDWINE-BARNES

Address 42 WEST STREET, OUNDLE,
PETERBOROUGH. PEB 4EF

THE COMPANIES ACTS 1985-1989

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

Fletton Management Limited

1 Preliminary

In these articles:

- 1.1 'the Developer' means Roger Michael Dickinson, George Linden and Charles James Milton trading as "Milton Developments";
- 1.2 'the Property' means the former Fletton Day Centre, St John's Road Fletton Peterborough Registered at H.M Land Registry with Title Number CB 185558;
- 1.3 'a Lease' means a lease of a flat (with or without a garage) in the Property to which the interest immediately in reversion is vested in the company and 'the Leases' means all the leases of flats in the Property subsisting from time to time;
- 1.4 'Table A' means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985

2 Application of Table A

Save as varied by or inconsistent with these articles the regulations in Table A, other than regulations 8-22, 24-26, 28, 30-35, 57, 59, 64-69, 72, 76, 82-84, 87, 94 and 102-110 in each case inclusive, apply to the company.

3 Transfer of shares

- 3.1 The instrument of transfer of any share shall be executed by or on behalf of the transferor but need not be executed by the transferee. The transferor shall be

deemed to remain a holder of the share until the name of the transferee is entered on the register of members.

- 3.2 The directors shall register the transfer of a share to a person who is qualified to be a shareholder. The company shall be entitled to retain any instrument of transfer that is registered.

4 B ordinary shares

All B ordinary shares shall be allotted to the Developer. Immediately upon the Developer ceasing to be the registered holder of any A ordinary shares, one B ordinary share shall be transferred to the then registered holder of each A ordinary share. In the event of the Developer not executing an instrument to put into effect that transfer in respect of all or any of the B ordinary shares the directors may appoint some person as attorney of the Developer for that purpose.

5 Forfeiture of shares

If a Lease (the 'Former Lease') held by a member is forfeited surrendered or otherwise comes to an end the directors may at any time after that by resolution forfeit all the shares held by that member. Forfeited shares shall be held by at least 2 directors as trustees. When a new lease is granted demising the same part of the Property as the Former Lease the shares forfeited from the tenant under the Former Lease shall be transferred to the tenant under the new lease and the forfeiture cancelled. Until such transfer the shares shall be held for the benefit of all other members.

6 Votes of members

- 6.1 Votes may be given either personally or by proxy both on a show of hands and on a poll.
- 6.2 No member shall be entitled to cast a vote either on a show of hands or on a poll:
- 6.2:1 when not qualified to be a member of the company; or

- 6.2:2 when any sum demanded from him under article 8 has not been paid to the company; or
- 6.2:3 as holder of any share while it is forfeited.

7 Directors



- 7.1 There shall be at least 2 but not more than 3 directors.
- 7.2 Until the Developer ceases to be a member of the company he shall have the power to nominate remove and replace 2 directors to whom the regulations in Table A concerning the retirement of directors by rotation shall not apply.
- 7.3 No director shall be entitled to any remuneration from the company. Directors may be reimbursed the amount of necessary expenses incurred in the exercise of their office if authorised by the company in general meeting.
- 7.4 A director shall hold at least one share in the company. The office of director shall be vacated upon the director ceasing to be a member of the company.

8 Service charge deficit

If the company is not fully reimbursed by payments received from tenants under the Leases for the cost of performing its obligations in relation to the Property it may require such payments to be made to it by holders of A ordinary shares as are necessary to make good any deficit. Equal sums shall be demanded from the holder of each A ordinary share but supplementary demands may be made if any shareholder fails to make the payments demanded. On the subsequent recovery by the company of any sum in excess of the costs incurred by it, the surplus shall be applied first in paying or crediting pro rata any shareholder who under this provision has paid more than any other shareholder until such inequality is eliminated.

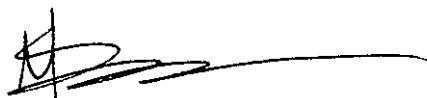
9 Notices

A notice may be given to a member of the company by leaving it addressed to him at the flat demised by the lease held by him at the date of his registration as shareholder.

| Names and Addresses of Subscribers | Signature | Number of shares taken by each subscriber |
|---|---|--|
| 1. Daniel Berry of 4 West Street Oundle Peterborough |  | 3 Class A |
| 2. Victoria Jane Sargent of 4 West Street Oundle Peterborough |  | 3 Class A |
| Total shares taken | | <u>6 Class A</u> |

(date) 8th August 1995

Witness to the above signatures
(signature and address of witness)



NICHOLAS SEIDWINE-BARNES
42 WEST STREET, OUNDLE,
PETERBOROUGH. PE8 4ET