

2592305

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



**MEMORANDUM OF ASSOCIATION
OF
SWEET BRIAR COURT MANAGEMENT LIMITED**

1. The Name of the company is "Sweet Briar Court Management 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 manage, administer maintain in good order on a residential development by McLean Homes South West Limited at Sweet Briar Court Off Shrivenham Road Swindon Wiltshire ("the Development") the common gardens, amenity areas, recreation grounds and facilities garage areas and entrances, parking spaces, roads, accessways and footpaths.
 - (ii) To maintain in good repair and condition the structures, walls, load bearing beams, retaining walls, common drains and common parts of buildings (whether the same be inside the external walls or not) on the Development and to carry out such repairs and decorations thereto as may from time to time become necessary.
 - (iii) To provide and maintain master television aerials, common water supplies, lifts (if any) and other amenities by all means available to the Company and to provide such renewals and additions to the buildings from time to time on the Development as may from time to time become necessary.
 - (iv) To negotiate on behalf of and act as agents for the owners, lessees, occupiers, tenants and residents on the Development and to negotiate and enter into contracts for the maintenance, repair and upkeep of the flats, house, maisonettes, garages and other buildings on the Development.
 - (v) To acquire the benefit of and to enforce by all means available at law or equity for the benefit of all owners, lessees, occupiers, tenants and residents on the Development all covenants (restrictive or otherwise), choses in action an

contracts which will have a direct or indirect effect on the value of any property or properties on the Development or the enforcement of which shall be for the benefit of the Development as a whole.

- (vi) To grant or acquire such leases, licences, easements, rights, privileges and profits as may be requisite to secure to the dwellingholders the full enjoyment of the residential units comprised in the Development.
- (vii) To deal in all requisites for the creation and maintenance of the supplies, facilities and amenities for the Development and whether the same shall have been provided by the Company or not.
- (viii) To negotiate and enter into contracts with radio and television suppliers and maintenance companies for bulk or common use or maintenance of radio and television sets equipment and aerials and to enter into contracts with the Metropolitan Water Board or other relevant body or authority for the supply of water to the Development or any part or parts thereof and to enter into contracts for painting and maintenance of the properties on the Development (whether or not the said properties shall belong to the Company) and to enter into any other contracts or arrangements which may be beneficial to the residents on the Development or any of them.
- (ix) To assume liability and responsibility for carrying out obligations in connection with the Development and to the residents thereof on such terms as may be thought expedient.
- (x) To effect and keep on foot policies of insurance against every kind of risk and liability affecting the Company or its property.
- (xi) To purchase, take on lease or in exchange, or otherwise acquire any estate or interest in property forming or to form part of the Development.
- (b) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.

- (c) To enter into any arrangements with any Government or any authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (d) To act as agents for the collection, receipt or payment of money.
- (e) To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (f) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of the Company, and the issue of its capital.
- (g) To remunerate any person, firm or company rendering service to the Company whether by cash payment or otherwise as may be thought expedient.
- (h) To receive money on deposit upon such terms as the Company may approve.
- (i) To invest and deal with moneys of the Company in such manner as may from time to time be determined.
- (j) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable and transferable instruments.
- (l) To sell, lease, exchange, let or hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid-up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or

otherwise deal with all or any part of the property or rights of the Company.

(m) To obtain any Provisional Order or Act of Parliament, or license of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(n) To distribute any of the property of the Company in specie among the shareholders.

(o) To amalgamate with any other company having objects altogether or in part similar to those of this Company.

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

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

And it is hereby declared that the word "company" in this clause shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of the Clause shall, except where otherwise expressed in such paragraph; be regarded as independent objects, and in no ways limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is Limited

5. The Share Capital of the Company is £500.00 (five hundred pounds) divided up into 50 ordinary shares of £10.00 (ten pounds) each.

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

| NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS | Number of Shares taken by each Subscriber |
|---|--|
|---|--|

| | |
|--|------------|
| WINSEC LIMITED c/o Messrs Needham & James Windsor House Temple Row Birmingham B2 5LF | One |
|--|------------|

| | |
|--|------------|
| WINDSOR HOUSE NOMINEES LIMITED c/o Messrs Needham & James Windsor House Temple Row Birmingham B2 5LF | One |
|--|------------|

DATED the 5th day of March 1991

WITNESS to all the above Signatures

Julie Amor
59 Pritchett Road
West Heath
Birmingham
B31 3NL