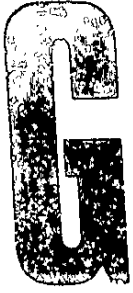


THE COMPANIES ACTS 1948 TO 1980

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

412



Please do not write in this binding margin



Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[] [] [] [] [] []

1581903

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

* Insert full name of Company

Name of Company

Woodlands Vale Management Company Limited

I, Jean Grimbley

of 8 Norseway, Stamford Bridge, York.

Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am a person named as Director/Secretary in the statement delivered under Section 21 of the Companies Act 1976.

of * Woodlands Vale Management Company Limited

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at 143 Algate Road, York

Signature of Declarant

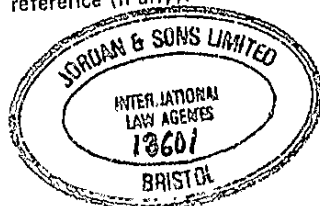
the 17th day of July One thousand nine hundred and eighty one

J. Grimbley

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

DP RUDGE - Solicitor

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



For official use New companies section

Post room



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THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

1581903/3

WOODLANDS VALE MANAGEMENT COMPANY LIMITED ✓

1. The name of the Company is "WOODLANDS VALE 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:-

Handwritten initials

(a) To enter into and carry into effect with or without modification a Lease intended to be made between Barratt Developments (York) Limited of the one part and The Company of the other part in the terms of a draft which has been marked "A" and signed for the purposes of identification by the subscribers below mentioned (and an agreement intended to be made between the Company of the one part and the said Barratt Developments (York) Limited of the other part in the terms of a further draft which has been marked "B" and also signed as aforesaid.

Handwritten initials

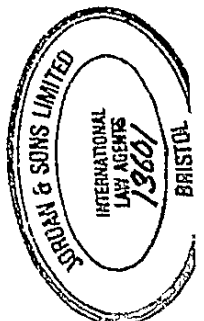
(b) To manage administer and deal with lands buildings and any freehold or leasehold property either on its own account or as trustee nominee or agent of any other company or person, to provide services in relation thereto and to employ appropriate staff.

(c) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

(d) To purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and buildings and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.

(e) To invest and deal with any moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

(f) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment



P23/043400

of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(g) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(h) To improve, repair, maintain, manage, cultivate, develop, exchange, let on lease, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company and its appurtenances.

(i) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to formation, registration and advertising or raising money for the Company.

(j) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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 or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

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 £38 divided into 38 shares of £1.00 each. ✓ The shares in the original or any increased capital may be divided into several classes and there may be attached to any such class any preferential deferred or other special privileges rights conditions or restrictions as to dividend voting capital or otherwise.

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

Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
<p>Anthony Savitt High Burrough, Ampforth, York. Managing Director</p>	<p>19 Nineteen ^{1.25} (19). Ordinary ✓</p>
<p>Sean Grimbley, 8 Horseway Stanford Bridge, York. Company Secretary.</p>	<p>NINETEEN ORDINARY. ✓</p>

Dated 14th July 1981

Witness to the above Signatures:-

London Charles Adams ✓
Flat 10
220 Easterday Road
Leeds.

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

1581903/4

WOODLANDS VALE MANAGEMENT COMPANY LIMITED ✓

PRELIMINARY

1. The regulations contained in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1980 (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. The regulations of Table A numbered 24, 75 to 77 inclusive, 84(2), 87, 88, 89 to 97 inclusive, 99, 100, 114 to 122 inclusive, 123, 124, 126, 128 and 129 shall not apply to the Company and in lieu thereof and in addition to the remaining Clauses of Table A, the following shall be the regulations of the Company.

SHARES ✓

2. The Share Capital of the Company is £38 divided into 38 shares of £1.00 each. ✓

3. Each of the shares in the Company shall be allocated to one of the flats on the land situate at and known as Woodlands Vale Scarborough in the County of West Yorkshire (hereinafter called "the Flats") and they shall be numbered according to the numbers of the Flats, One share and no more shall be allocated to each Flat.

J.S.
G.P.
G.P.

4. Apart from the original subscribers to these Articles or their personal representatives no person shall be eligible to be a member of the Company except under-lessee (which expression shall exclude under-lessees by way of mortgage or charge) (for a term exceeding one year) of the Flats. The permitted holder of each share shall be the under-lessee (for such term as aforesaid) of the Flat to which such share is allotted.

5. From time to time all such allotments and transfers of shares shall be made as may be necessary to ensure that every share is held by the permitted holder thereof.

6. (a) A share shall be transferred and may only be transferred upon or immediately before a change in the ownership of the under-lease of the Flat to which it is allocated and only to the person becoming or about to become the permitted holder thereof.

(b) The price to be paid upon the Transfer shall in default of agreement between the transferor and transferee be its nominal value.

(c) If the holder of a share ceases to be the owner of the under-lease of the Flat to which it is allocated but the share is not transferred to the permitted holder thereof (i) the holder shall cease to be entitled to exercise any of the rights and privileges of a member of the Company and shall cease to be a Director thereof and (ii) the Chairman for the time being of the Directors or failing him one of the Directors duly appointed by resolution of the Board shall forthwith be deemed to be the duly appointed attorney of that holder with full power in his name and on his behalf to execute complete and deliver a transfer of his share to the permitted holder thereof and the Company may receive and give a good discharge for the purchase monies and enter the name of the transferee in the register of members as the holder by transfer of the said share.

(d) The Directors shall be bound to register transfers made in accordance with this Article but no other transfers shall be registrable.

7. Where more than one person owns the under-lease of a Flat all such persons shall be the joint permitted holders of the share allocated thereto but they shall have only one vote in right of such share whether as members or Directors.

BORROWING POWERS

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

DIRECTORS

9. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) may be any number not exceeding the number of members of the Company for the time being.

10. The qualification for a Director shall be the holding of one share in the Company. The office of a Director shall be vacated if he shall cease to hold his share qualification. The original subscribers to these Articles shall be first Directors of the Company and upon the registration of any permitted holder as a member of the Company he shall automatically become a Director of the same Provided that where two or more persons hold a share jointly, the first named only shall become a Director.

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

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

13. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed,

shall, except when one Director only is in office be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the Board of Directors.

14. A resolution determined on without any meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be as valid and effectual for all purposes as a resolution of the Directors passed at a Meeting duly convened, held and constituted.

GOVERNING DIRECTORS

15. The original subscribers to these Articles and their personal representatives shall be Governing Directors of the Company and shall hold office until they die or resign or cease to hold any share in the Company. So long as any Governing Directors or Director shall continue to hold office as such all powers authorities and discretions vested in the Directors by statute or by these Articles shall be vested in them or him alone, and all other Directors (if any) for the time being of the Company shall exercise such powers only as the Governing Directors or Director may delegate to them and they shall be under their or his control and shall be bound to conform to their or his directions in regard to the Company's business.

ALTERNATE DIRECTORS

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

DISQUALIFICATION OF DIRECTORS

17. The office of Director shall be vacated if the Director-

(a) Ceases to be a Director by virtue of Section 182 or 185 of the Companies Act 1948; or

(b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Companies Act 1948 or under Section 28 of the Companies Act 1976; or

(d) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

(e) Resigns his office by notice in writing to the Company; or

(f) Shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

ACCOUNTS

18. The Directors shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

19. The accounting records shall be kept at the registered office of the Company or, subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Company.

20. The Director shall from time to time, in accordance with Sections 150 and 157 of the Companies Act 1948 and Sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

21. In Clause 127 of Table A after the words "auditors report" there shall be inserted the words "and directors' report".

AUDITORS

22. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Companies Act 1948, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976.

NOTICES

23. The persons mentioned in paragraph (b) of Clause 134 of Table A (being the persons on which the ownership of a share devolves as personal representative or trustee in bankruptcy of a member) shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company.

SECRETARY

24. Subject to Section 21(5) of the Companies Act 1976, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

Names, addresses and descriptions of Subscribers

Anthony Sawett,
High Burragh,
Ampforth,
York.
Managing Director

Jean Gimpley,
8 Notseyway,
Stanford Bridge,
York.
Company Secretary.

Dated 14th July 1981

Witness to the above Signatures:-

Roald Charles Adams
Flat 10
260 Eastern Road
Leeds.

1

THE COMPANIES ACTS 1948 TO 1980

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

Pursuant to sections 21 and 23(2) of the Companies Act 1976



Please do not write in this binding margin

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

* delete if inappropriate

Company number

1581903 | 5

Name of Company

Woodlands Vale Management Company Limited

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

Richmond House,
Millfield Lane,
Poppleton,
YORK.

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

~~Walker Morris & Coles,~~ JORDAN & SONS LTD.
~~St. Andrew House,~~ 15 PEMBROKE ROAD
~~119-121 The Quay, Leeds, LS1 5TU.~~ BRISTOL BS99 7DX

If the spaces provided on page 2 are insufficient and use has been made of continuation sheets (see note 1), please enter in the box opposite the number of continuation sheets which form part of this statement

[]

Presenter's reference (if any):



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General section:

Post room



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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 are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2) <u>Anthony Fawcett</u>	Business occupation
	<u>Managing Director</u>
Former name(s) (note 3)	Nationality
Address (note 4) <u>High Curragh,</u>	<u>British</u>
<u>Ampleforth,</u>	Date of birth (where applicable)
<u>YORK.</u>	(note 6) <u>18.10.39.</u>
Particulars of other directorships (note 5)	
<u>Barratt Developments (Northern England) Limited.</u>	
I hereby consent to act as director of the company named on page 1	
Signature <u>A. Fawcett</u>	Date <u>14th July 1981</u>

Name (note 2) <u>Jean Grimbley</u>	Business occupation
	<u>Company Secretary</u>
Former name(s) (note 3)	Nationality
Address (note 4) <u>8 Norseway,</u>	<u>British</u>
<u>Stamford Bridge,</u>	Date of birth (where applicable)
<u>YORK.</u>	(note 6) <u>26.12.32.</u>
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature <u>J. Grimbley</u>	Date <u>14th July 1981</u>

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable)
	(note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not write in this binding margin



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:

Important

The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (notes 2 & 7)	
Jean Grimbley	
Former name(s) (note 3)	
Address (notes 4 & 7)	
8 Norseway,	
Stamford Bridge,	
YORK.	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date
<i>J. Grimbley</i>	14th July 1981

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by section 21(3) of the Companies Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as appropriate

Signature *P. J. J. J.* [Subscriber] [Agent]† Date 14th July 1981

Signature *J. Grimbley* [Subscriber] [Agent]† Date 14th July 1981

FILE COPY



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

No. 1581903

I hereby certify that

WOODLANDS VALE MANAGEMENT COMPANY LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 21ST AUGUST 1981

A handwritten signature in cursive script, appearing to read 'R. Wilson', written in dark ink.

Assistant Registrar of Companies

C.173