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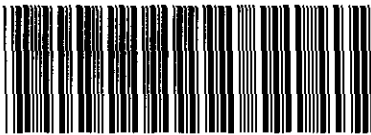
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 4298346

The Registrar of Companies for England and Wales hereby certifies that  
COLUMBUS POINT (MANAGEMENT COMPANY) 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 3rd October 2001



\*N04298346N\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

Package: 'Laserform'  
by Laserform International Ltd.

Please complete in typescript,  
or in bold black capitals.

CHFP025

Declaration on application for registration

4298346

Company Name in full

Columbus Point (Management Company) Ltd

I, Roderick Neville Evans  
of Clarke Willmott & Clarke

† 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.

RG  
GJH

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

*R. Evans*

Declared at

52 Broad Street, Bristol

On Day Month Year  
26 09 2001

GJH

1 Please print name.

before me

*GJH* GARY JOHN EDMUND HOPE

Signed

*GJH*

Date

02/10/2001  
26/9/2001

GJH

† 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.

Clarke Willmott & Clarke  
St James Court St James Parade Bristol  
BS1 3LH  
  
Tel 0117 941 6600  
DX number DX 78247 DX exchange Bristol 1



A27 \*AJ86U4LR# 0851  
COMPANIES HOUSE 09/10/01  
A42 \*AFWT64G4\* 0668  
COMPANIES HOUSE 28/09/01

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales  
or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland DX 235 Edinburgh

Package: 'Laserform'  
by Laserform International Ltd.

Please complete in typescript,  
or in bold black capitals.

CHFP025

Notes on completion appear on final page

### First directors and secretary and intended situation of registered office

### Company Name in full

Columbus Point (Management Company) Ltd

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

St James Court

St James Parade

Post town Bristol

County / Region  Postcode BS1 3LH

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name Clarke Willmott & Clarke

Address St James Court

St James Parade

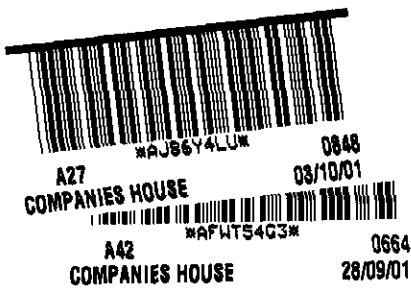
Post town Bristol

County / Region  Postcode BS1 3LH

Number of continuation sheets attached

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.

Clarke Willmott & Clarke  
St James Court St James Parade Bristol  
BS1 3LH  
  
Tel 0117 941 6600  
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**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**

**Company Secretary** (see notes 1-5)

Company name Columbus Point (Management Company) Ltd

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

St James Secretaries Limited

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

St James Court

St James Parade

Post town

Bristol

County / Region

Postcode

BS1 3LH

Country

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

**Consent signature**

Date

26/9/01

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

St James Directors Limited

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

St James Court

St James Parade

Post town

Bristol

County / Region

Postcode

BS1 3LH

Country

United Kingdom

**Date of birth**

Day Month Year

**Nationality****Business occupation****Other directorships**

The Grove Amenity Company Limited

Needready Limited

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

**Consent signature**

Date

26/9/01

**Directors** (continued) (see notes 1-5)

|                     |   |   |             |              |                    |
|---------------------|---|---|-------------|--------------|--------------------|
| * Voluntary details | <b>NAME</b>   | *Style / Title  |             | *Honours etc |                    |
|                     |   | Forename(s)   |             |              |                    |
|                     |   | Surname   |             |              |                    |
|                     |   | Previous forename(s)  |             |              |                    |
|                     |   | Previous surname(s)   |             |              |                    |
|                     |   | <b>Address</b>  |             |              |                    |
|                     | <i>Usual residential address</i>                                    |   |             |              |                    |
|                     | For a corporation, give the registered or principal office address. |   |             |              |                    |
|                     |   | Post town   |             |              |                    |
|                     |   | County / Region   | Postcode    |              |                    |
|                     |   | Country   |             |              |                    |
|                     | <b>Date of birth</b>  | Day   | Month       | Year         | <b>Nationality</b> |
|                     |   |   |             |              |                    |
|                     | <b>Business occupation</b>  |   |             |              |                    |
|                     | <b>Other directorships</b>  |   |             |              |                    |
|                     |   |   |             |              |                    |
|                     |   | I consent to act as director of the company named on page 1 |             |              |                    |
|                     | <b>Consent signature</b>  |   | <b>Date</b> |              |                    |

**This section must be signed by**

*Either*

**an agent on behalf of all subscribers**

**Signed**

*Clare Wilton*

**Date**

*26/9/01*

**Or the subscribers**

**Signed**

*[Signature]*

**Date**

*(i.e those who signed as members on the memorandum of association).*

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

## Notes

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

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and 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.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

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.

3. Directors details:

- Show for each individual director the director's 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 person 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, or
  - 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, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

**COMPANY NAME:**

**Columbus Point (Management Company) Ltd**

**Director:** St James Directors Limited

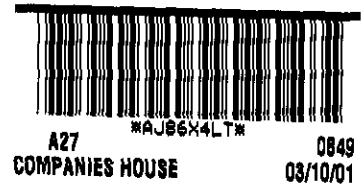
**Other Directorships (continued):**

GCOM LOCATIONS LIMITED  
ST JAMES PARADE (8) LIMITED  
ST JAMES PARADE (7) LIMITED

ACCEPT UNSTAMPED £20 00  
7429 RWT  
NC/CN  
SIGNED ~~POF~~ JTH  
DATE 03 10 01

**THE COMPANIES ACT 1985 AND 1989**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**



**MEMORANDUM OF ASSOCIATION**

- of -

**COLUMBUS POINT (MANAGEMENT COMPANY) LIMITED**

- 1 The Company's name is COLUMBUS POINT (MANAGEMENT COMPANY) LIMITED.
- 2 The Company's registered office is to be situated in England.
3. The Company's objects are:
  - 3.1 To manage the amenity and communal areas on the residential development known as Columbus Point, Eastbourne, Sussex ("Development");
  - 3.2 To purchase, lease, licence, exchange, hire or otherwise property of any kind on the Development or such other property as the Company may by special resolution determine and to hold, manage and administer any such property for the benefit of the members of the Company ("Members");
  - 3.3 To repair, maintain, improve, develop, alter, insure and provide services for the Development or any other property of the Company and to collect rents, fees and other income and pay all costs, expenses and outgoings on such property;
  - 3.4 To acquire any licences, easements, options, rights or privileges and to enter into any contract, deed or arrangement for ensuring the enjoyment by the Members of the Development and any other property of the Company or for enabling the better enjoyment of any property owned by any Member;
  - 3.5 To sell, let, licence or otherwise dispose of the Company's property and to grant licences, options rights and privileges or otherwise deal with any part of the Company's property;
  - 3.6 To establish capital reserves, management funds and any form of sinking fund in order to pay the fees, costs, expenses and outgoings incurred in implementing the Company's objects and to require the Members to contribute towards such reserves as the Company thinks fit.




- 3.7 To invest and deal with the moneys of the Company not immediately required in any manner;
  - 3.8 To lend and advance money or give credit to any individual or company and to give any guarantee, security or indemnity in respect of any obligation of any individual or company;
  - 3.9 To borrow and raise money for the purpose of the Company on such terms and such security as may be thought fit;
  - 3.10 To make rules and regulations for the use and enjoyment of the Development and any other property of the Development;
  - 3.11 To do all such other things as are incidental or conducive to the attainment of the Company's objects or any of them.
4. The income and property of the Company is to be applied solely towards the promotion of the Company's objects and the Company does not have power to declare any dividend or bonus or otherwise distribute the Company's assets except on a winding up. However, nothing in this paragraph will prevent the payment of proper remuneration or fees to any person employed by or rendering services to the Company or any other payment made in good faith by the Company;
  5. The liability of the Members is limited.
  6. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

I/WE, the subscriber(s) to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names and addresses of subscriber(s)

St James Secretaries Limited  
St James Court  
St James Parade  
Bristol  
BS1 3LH

Signature.....  
For and on behalf of St James Secretaries Limited

Dated: 26 September 2001

Witness to the above Signature(s)

Signature.....

R N EVANS  
St James Court  
St James Parade  
Bristol  
BS1 3LH

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

- of -

**COLUMBUS POINT (MANAGEMENT COMPANY) LIMITED**

**1 Interpretation**

In these Articles:-

**"the Act"** means the Companies Act 1985 and every statutory modification or re-enactment of it for the time being in force;

**"Dwelling"** means any house, maisonette, apartment or other residential accommodation comprised in the Development;

**"the Developers"** means Prowting Homes South East Limited or any holding or subsidiary company of it as defined in sections 736 and 736a of the Act;

**"the Development"** has the meaning given to it in the Memorandum of Association;

**"Owner"** means a person or persons in whom the legal ownership of a Dwelling on the Development is vested and so that whenever two or more persons are for the time being Owners of a Dwelling they shall where the context so requires or permits be deemed to constitute one Owner;

**"Handover Date"** means a date as soon as reasonably practicable after the date on which the last in time of the Dwellings are transferred by the Developers;

**"Nominee"** means a person who is prior to the Handover Date nominated by the Developers to be a Member of the Company.

**"the Subscriber"** means the subscriber to the Memorandum of Association or a transferee from it;

**"Table A"** means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended.

## **2 Table A**

- 2.1 The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
- 2.2 Regulations 2-35 inclusive, 57, 59, 73-80 inclusive, 82 and 83, 87, 94-97 inclusive, 102-108 inclusive 110 114 and 116 of Table A shall not apply to the Company.

## **3 Membership**

- 3.1 The Subscribers to the Memorandum of Association, any Nominee and all Owners who apply in writing for membership shall be Members of the Company. Where two or more persons are the Owners of a Dwelling they will together constitute one Member and the person whose name appears on the register of Members shall exercise the voting and other powers vested in a Member.
- 3.2 Every Member of the Company shall either sign a written application or consent to become a Member or sign the register of Members on becoming a Member.
- 3.3 Until the Handover Date when all of the Owners have become Members, the Owners shall not be entitled to exercise any voting or other powers vested in such Members.
- 3.4 The Subscribers and all Nominees shall cease to be Members on the Handover Date when all of the Owners have become Members.
- 3.5 A Member shall cease to be a Member on ceasing to be an Owner and on the registration as a Member of his successor in title, but, subject to Article 3.4, no Member may otherwise cease to be a Member.
- 3.6 The trustee in bankruptcy of any Member or personal representative of any deceased Member shall be entitled to become a Member if, at the time of his application of membership, the bankrupt Member or deceased Member was an Owner.

## **4 General meetings**

- 4.1 The quorum necessary for the transaction of the business of a general meeting shall:-
  - 4.1.1 prior to, and including, the Handover Date, be one; and
  - 4.1.2 after the Handover Date, be at least ten of the Owners.

- 4.2 Notwithstanding regulation 54 of Table A:-
- 4.2.1 no member shall be entitled to cast a vote either on a show of hands or on a poll, when not qualified to be a member, nor when any sum demanded from him under Article 6 has not been paid to the Company;
- 4.2.2 on a show of hands (as well as on a poll) votes may be given either personally or by proxy.
- 4.3 Notwithstanding any provision to the contrary in these articles at any time whilst the Company has only one member that member present in person or by proxy shall be a quorum
- 4.4 Every Member present in person or by proxy will, whether on a show of hands or on a poll, have one vote for each Dwelling of which that Member is the Owner.

## **5 Directors**

- 5.1 Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum but shall be not less than two..
- 5.2 Until, and including, the Handover Date the directors of the Company shall be the persons as may from time to time be appointed to such office by the Developers.
- 5.3 On the day after the Handover Date the persons who are the directors in accordance with Article 5.2 shall automatically vacate the office of director, and then three Members for the time being (or, in the case of a body corporate, its duly authorised representative notified to the Company) shall by virtue of such membership (but not otherwise) automatically be and become the directors of the Company for so long only as they remain Members respectively.
- 5.4 Persons who automatically become directors pursuant to Article 7.3 shall consent to act as such directors in accordance with Section 288(2) of the Act and shall supply all necessary particulars required to be contained in the register kept by the Company under Section 288 of the Act.
- 5.5 No director of the Company for the time being shall retire by rotation.
- 5.6 No director shall be entitled to any remuneration from the Company. The directors may be reimbursed the amount of necessary expenses incurred in the exercise of their office if authorised by the Company in general meeting.
- 5.7 The quorum necessary for the transaction of the business of the directors

shall:-

5.7.1 prior to, and including, the Handover Date, be one; and

5.7.2 after the Handover Date, be two.

5.8 There shall be no age limit for appointment to or for holding the office of director.

5.9 Subject to such disclosure as is required by Section 317 of the Act, a director shall be entitled to vote at a meeting of directors, or of a committee of directors, on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

5.10 After the Handover Date, 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.

## **6 Deficit**

6.1 If the Company is not fully reimbursed by payments received from the Owners for the cost of performing its obligations in relation to the Development, the directors may require such payments to be made to the Company by Members as are necessary to make good any deficit.

6.2 Any payments required to be made by the Company pursuant to Article 8.1 shall be demanded equally from each member and if a member is the owner of more than one Dwelling then in proportion to the number of Dwelling owned by the member (joint Members being treated as one), but supplementary demands may be made if any member fails to make the payment demanded.

6.3 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 Members who by virtue of Article 8.2 have paid more than any other member, until such inequality is eliminated.

## **7 Notices**

A notice may be given to any member by leaving it addressed to him at the Dwelling owned by him at the date of his registration as member.

## **8 Indemnity**

8.1 Subject to Section 310 of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified

out of the assets of the Company against all costs, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation to them.

- 8.2 The directors will have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act

---

NAMES AND ADDRESSES OF SUBSCRIBER

---

St James Secretaries Limited  
St James Court  
St James Parade  
Bristol  
BS1 3LH



Signature.....

  
Director

---

Dated: 26 September 2001

Witness to the above signature:



Name: R N Evans  
Address: St James Court  
St James Parade  
Bristol  
BS1 3LH