

THE COMPANIES ACTS 1948 TO 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

FORMOSA AMENITY LIMITED

(as amended by special resolution passed on 23rd November 1981)

1. The name of the company is "UNWOODLY LIMITED"*
2. The registered office of the Company will be situate in England
3. The objects for which the Company is established are:
 - (1) To enter into rentcharge deeds or any other deeds or arrangements with the proprietors for the time being of registered freehold estates in properties forming part of the land and premises known as 2a, 2 and 6 to 14 (even numbers) and 18 to 30 (even numbers) Castellain Road, 139 to 143 (odd numbers) 147, 149 and 153 to 193 (odd numbers) Sutherland Avenue, The Colonnade Hotel (formerly Warrington Lodge) and 2 to 62 (even numbers) Warrington Crescent, 1, 3, 5, The Prince Alfred (Public House) and 2 to 18 (even numbers) Formosa Street and other land all in the London Borough of the City of Westminster being all the land now registered at HM Land Registry with freehold title absolute under Title No. LN133351 ("the Estate"), to enter into covenants or give undertakings and indemnities to and to manage, lay out and provide services for such proprietors and to enforce covenants given to the Company by the other parties to such rentcharge deeds or other deeds or arrangements
 - (2) To regulate, control the use of and maintain any gardens, roads, access ways and other areas of a similar nature used in common by the proprietors, owners and occupiers on the Estate and for that purpose to acquire, hold, manage, lay out, provide services for, maintain in good order, administer and deal in every way with the same
 - (3) To acquire the benefit of and to enforce by all means available at law or equity for the benefit of all proprietors, owners and occupiers on the Estate all covenants, choses in action and contracts which have a direct or indirect effect on the Estate or the enforcement of which would be for the benefit of the Estate as a whole

* The name of the Company was changed to Formosa Amenity Limited on 15th January 1982

- (4) To recover from the members such amounts as are properly expended by the Company in carrying out its objects hereunder
- (5) To apply for, purchase or by other means acquire, protect, prolong and renew any licences, protections and concessions or other rights which may appear likely to be advantageous or useful to the Company
- (6) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the property of the Company for such consideration as may be thought fit
- (7) To pay all rates taxes charges debts impositions outgoings and other obligations whatsoever in respect of the property of the Company
- (8) To enter into and maintain contracts of insurance against loss or damage by fire and every other kind of risk affecting the property of the Company and against any injury damage or loss arising or occurring by or through any agents servants or other employees of the Company or by or through any means whatsoever and to enter into and maintain contracts of insurance against accident suffered in the course of their duties by any directors servants or agents and to enter into and maintain contracts of insurance against any risk or liability of any description to which the Company may or might become in anywise subject
- (9) To carry on all or any of the businesses of proprietors or managers of buildings and land or of estate agents auctioneers valuers mortgage brokers builders contractors plumbers decorators carpenters joiners gas electric light hot water and sanitary engineers merchants and dealers in stone concrete (reinforced or otherwise) steel sheets limb bricks timber hardware and other building requisites and any other trade or business whatsoever ancillary to any of the above businesses or the above objects
- (10) To purchase take on lease or in exchange hire or otherwise acquire and hold for any estate or interest any lands buildings easements rights privileges concessions licences machinery plant stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with any of the Company's business or any part thereof
- (11) To borrow or raise or secure the payment of money for the purposes of or in connection with any of the Company's business

- (12) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future and all or any of the capital uncalled for the time being of the Company and to issue at par or at a premium or discount and for such consideration and with such rights powers and privileges as may be thought fit debentures or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurance
- (13) To draw make accept endorse negotiate discount and execute promissory notes bills of exchange cheques bankers' drafts and other negotiable instruments
- (14) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such a manner as the company shall think fit
- (15) To purchase or otherwise acquire take over and undertake all or any part of the business property liabilities and transactions of any person firm or company carrying on any business the Company is authorised to carry on or the carrying on of which is calculated to benefit the Company or to advance its interests
- (16) To sell improve manage develop turn to account exchange let on rent royalties share of profits or otherwise grant licences easements and other rights in or over and in any other manner deal with or dispose of the undertakings and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit
- (17) To do all or any of the above things either as principal agent trustee contractor or otherwise and either alone or in conjunction with others and either by or through agents trustees sub-contractors or otherwise
- (18) To do all such other things as are incidental or conducive to the above objects or any of them

And it is hereby declared that 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 corporate or unincorporated, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company

4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Company: Provided that nothing herein shall prevent payment in good faith of reasonable and proper remuneration to an officer or servant of the Company in return for services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding four per centum per annum above Barclays Bank base rate for the time being on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no director of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees
5. The liability of the members is limited
6. The share capita of the Company is £90 divided into 90 shares of £1 each

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
--	---

Michael Richard Counsell, 15, Pembroke Road, Bristol BS99 7DX	One
Commercial Manager	

Christopher Charles Hadler, 15, Pembroke Road, Bristol BS99 7DX	One
Commercial Manager	

DATED this 5th day of January 1981

WITNESS to the above signatures:-

Dawn Bennett,
15, Pembroke Road,
Bristol BS99 7DX

Clerk