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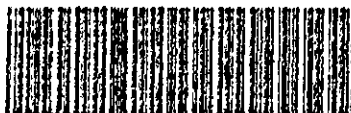
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3031058

The Registrar of Companies for England and Wales hereby certifies that  
ALVECHURCH VILLA F.C. 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 9th March 1995



\*N030310587\*

  
J. S. L. PARRY

For the Registrar of Companies



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

HC007B

**G**

COMPANIES FORM No. 12

**Statutory Declaration of compliance with requirements on application for registration of a company**

**12**

Please do not write in this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

[ ] [ ] [ ] [ ]

[ ]

Name of company

ALVECHURCH VILLA F.C. LIMITED

\* insert full name of Company

I, **KEITH STEPHEN DUNGATE**  
of **188 Brampton Road**  
**BEXLEYHEATH**  
**KENT DA7 4SY**

do solemnly and sincerely declare that I am a person named as **Secretary** of the company in the statement delivered to the registrar under section 10(2) and that all the requirements of the above Act 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 provisions of the Statutory Declarations Act 1835

Declared at 188 Brampton Road  
Bexleyheath  
Kent DA7 4SY

Declarant to sign below

the Twenty Seventh day of February  
One thousand nine hundred and Ninety Five  
before me [Signature]

[Signature]

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

Presenter's name address and reference (if any):



**LAW & ACCOUNTANCY**  
(agency services) Limited

11, Corban Street  
London N1 6DR

TEL 25440 FAC 22573

For official Use  
New Companies Section

Post room





10

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

This form should be completed in black.

Form with fields for CN (Company Name) and For official use. Handwritten: ALVECHURCH VILLA F.C. LIMITED

Company name (in full)

Registered office of the company on incorporation.

Form with fields for RO (Registered Office) including address: 31 CORSHAM STREET, LONDON, N1 6DR

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.

Box with 'X' mark

Form with fields for RA (Name of agent) including: LAW & ACCOUNTANCY (agency services) LTD., 31 CORSHAM STREET, LONDON, N1 6DR



Number of continuation sheets attached

Empty box for number of continuation sheets

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

Form with fields for contact information: L & A FORMATIONS, 31 CORSHAM STREET, LONDON, N1 6DR, Telephone 071-250 3107

**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**

<input type="checkbox"/> CS	LIMITED COMPANY
	L & A SECRETARIAL LIMITED
<input type="checkbox"/> AD	31 CORSHAM STREET
	LONDON
	ENGLAND
	NT 6DR
I consent to act as secretary of the company named on page 1	
Signed	Date 1/2/95

**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

\* Voluntary details

**Consent signature**

<input type="checkbox"/> CD	LIMITED COMPANY
	L & A REGISTRARS LIMITED
<input type="checkbox"/> AD	31 CORSHAM STREET
	LONDON
	ENGLAND
	NT 6DR
<input type="checkbox"/> DO	15/11/90
<input type="checkbox"/> NA	U.K. REGISTERED
<input type="checkbox"/> OC	COMPANY REGISTRATION AGENT
<input type="checkbox"/> OD	NONE
I consent to act as director of the company named on page 1	
Signed	Date 1/2/95



## 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

08 - 03 - 95

NSC

3031058

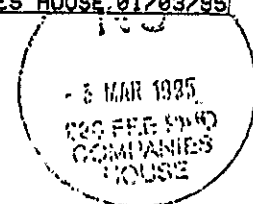
**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**



**MEMORANDUM OF ASSOCIATION**

of

**ALVECHURCH VILLA F.C. LIMITED**



1. The Company's name is "ALVECHURCH VILLA F.C. LIMITED" (hereinafter called "the Club")

2. The Company's registered office will be situate in England and Wales.

3. The Company's objects are:-

(a) (i) To carry on business as an association football club and to acquire by purchase lease or licence grounds for association football and other purposes of the Club and to lay out and prepare such ground or grounds for association football and for other purposes of the Club and to provide stands terraces pavilions club houses lavatories refreshment rooms changing rooms bathrooms and all other conveniences and amenities in connection therewith.

(ii) To promote the game of association football physical training and other sports games exercises and pastimes and in particular (but without prejudice to the generality of the foregoing) to employ football players and other sportsmen managers trainers and other persons in connection with football or other sports whether as professionals or otherwise to establish and maintain teams for football and other sports to hold conduct and arrange association football and other games matches competitions athletic sports and displays.

(iii) To use or permit the use of the grounds clubhouses facilities and other property of the Club for any sporting activity and for all forms of public and private entertainment or meeting whether organised by the Club or not.

(iv) To subscribe to any union association or league formed to serve or promote the interests of any sport to join in and promote competitions and to contribute to and award prizes for sporting endeavour.

(v) To buy sell and deal in goods and other apparatus of all kinds in connection with football or other sports games and pastimes and in all kinds of refreshments and consumable stores to carry on business as restaurant and refreshment room proprietors and to apply for and hold licences for the sale of beers wines and spirits.

621487



- (b) To acquire with or without consideration any legal and equitable estate or interest in land any personal property and any rights actions or privileges which the Club may think necessary for the promotion of its objects and to construct maintain demolish adapt and alter any buildings or erections necessary or convenient for the objects of the Club.
- (c) To sell improve mortgage develop exchange lease dispose of turn to account or otherwise deal with all or any part of the property and rights of the Club.
- (d) To let out or take on hire as places of assembly display centres or otherwise any part or parts of any land or buildings and in such divisions and manner as may seem expedient.
- (e) To edit print and publish books periodicals circulars articles and other matter.
- (f) To hold conferences seminars meetings lectures courses and discussions.
- (g) To employ and remunerate all such officers and servants as may be required for the purposes of the Club and to grant pensions and retirement benefits to or for employees or former employees of the Club and to the widows children or other dependants of deceased employees who are in necessitous circumstances and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees of the Club their widows children and other dependants.
- (h) To borrow or raise money for the purposes of the Club on such terms and on such security (if any) as may be thought fit and to issue any debentures or debenture stock whether perpetual irredeemable or otherwise.
- (i) To establish promote form and support or aid in the establishment promotion and formation and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further the objects of the Club.
- (j) To raise funds and to invite and to receive subscriptions endowments grants (whether government municipal or from any statutory or charitable body or otherwise) and donations (whether real or personal property) and devises and bequests for all or any of the purposes aforesaid and to sell charge exchange or dispose of and lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Club and generally to manage invest and expend all monies belonging to the Club.
- (k) To invest the monies of the Club not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.



(l) To sell or to co-operate with others in selling in any building postcards souvenirs novelties promotional articles and gift merchandise for the purpose of promoting the objects of the Club.

(m) To establish operate and carry on or to co-operate with others in establishing operating and carrying on in any building which the Club is interested the supply thereof of food and drink and other refreshments by way of sale provided always that the amenities mentioned in this paragraph shall be provided only for the purposes of attending a performance meeting or function sponsored by the Club.

(n) To make representations at public enquiries appeals or in such other ways as shall appear necessary from time to time in furtherance of the objects of the Club.

(o) To employ and pay architects surveyors engineers construction experts accountants and solicitors and other professional persons clerks and other staff for the purpose of fulfilling the objects of the Club.

(p) To do all such other things as are necessary to the attainment of the above objects or any of them.

The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association and no member shall have any personal claim on any property of the Club 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 members of the Club provided always that nothing herein shall prevent the payment in good faith by the Club of a reasonable and proper remuneration to any officer or servant of the Club or to any member of the Club in return for any services actually rendered to the Club or interest on money lent or reasonable and proper rent for premises demised or let by any member to the Club but so that no member of the committee of the Club shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Club to any member of such committee except repayment of out of pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Club provided further that the provisions last aforesaid shall not apply to any payment to any company of which a member of the committee may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liabilities of the members is limited.

6. Every member of the Club undertakes to contribute such amount as may be required to the assets of the Club 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 debts and liabilities of the Club contracted before he ceases to be a member and the costs charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves.

7. True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure takes place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being such accounts shall be open to inspection of the members. Once at least in every year the accounts of the Club shall be examined and the correctness thereof and of the balance sheet ascertained by one or more auditor or auditors qualified to act as auditor under the Companies Act 1985.

8. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by a judge of the High Court of Justice having jurisdiction in regard to charitable funds and if and insofar as effect cannot reasonably be given to the aforesaid provision then to some charitable object.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

**L & A REGISTRARS LIMITED**  
31 CORSHAM STREET  
LONDON  
N1 6DR



**L & A SECRETARIAL LIMITED**  
31 CORSHAM STREET  
LONDON  
N1 6DR



DATED: the 1st day of February 1995

Witness to the above Signatures

**L & A SERVICES LIMITED**  
31 CORSHAM STREET  
LONDON  
N1 6DR



**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

of

**ALVECHURCH VILLA F.C. LIMITED**

**PRELIMINARY**

1.(a) Regulations 2 to 35 inclusive, 54, 55, 57, 102 to 108 inclusive, 110, 114, 116 and 117 inclusive of Table A as set forth in The Companies (Tables A to F) Regulations 1985 as amended shall not apply to the Company named above (hereinafter called "the Company") but the Articles hereinafter set forth as may be amended from time to time ("the Articles") and, subject to the modifications hereinafter expressed, the remaining Regulations of the said Table A (hereinafter called "Table A") shall constitute the Articles of Association of the Company.

(b) The Articles are deemed to be delivered and completed as a Deed at the same time as incorporation, or adoption of the Articles by Special Resolution, of the Company as the case may be, and the Members for the time being are deemed to be bound accordingly by the Articles and acknowledge the effect under Section 14 of the Companies Act 1985 as to the Memorandum and Articles of Association of the Company.

**INTERPRETATION**

2. In Regulation 1 of Table A, the definition of "the Holder" shall be omitted.

**MEMBERS**

3. The Subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company. A person shall not be admitted as a Member of the Company unless permitted by the Memorandum of Association. Every person who wishes to become a Member shall execute and deliver to the Company an application in writing for membership in any such form as the Directors may require.

4. Subject to the Memorandum of Association a Member may at any time withdraw from the Company by giving at least seven days' clear notice in writing to the Company. Membership shall not be transferable and shall cease on death.

**NOTICE OF GENERAL MEETINGS**

5. In Regulation 38 of Table A

(a) In paragraph (b) the words "of the total voting rights at the meeting of all the Members" shall be substituted for and to the exclusion of "In nominal value of the shares giving that Right" and

(b) the words "The notice shall be given to all the Members and to the Directors and Auditors" shall be substituted for and to the exclusion of the last sentence.

**PROCEEDINGS AT GENERAL MEETINGS**

6. The words "and at any separate meeting of the holders of any class of shares in the Company" shall be omitted from Regulation 44 of Table A.

7. Paragraph (d) of Regulation 46 of Table A shall be omitted.

**VOTES OF MEMBERS**

8. On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

**DIRECTORS' EXPENSES**

9. The words "of any class of shares or" shall be omitted from Regulation 83 of Table A.

**PROCEEDINGS OF DIRECTORS**

10. In Paragraph (c) of Regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

**MINUTES**

11. The words "of the holders of any class of shares in the Company" shall be omitted from Regulation 100 of Table A.

**NOTICES**

12. The second sentence of Regulation 112 of Table A shall be omitted.

13. The words "or of the holders of any class of shares in the Company" shall be omitted from Regulation 113 of Table A.

**BYE-LAWS**

14. The Members, or the Directors if so authorised in general meeting by the Members, may make, amend, revoke and replace such bye-laws from time to time as they think fit Provided always that the Articles shall prevail in the case of inconsistency with any such bye-laws and the same shall not be or be deemed to be included in or form part of the Articles.

NAMES AND ADDRESSES OF SUBSCRIBERS

**L & A REGISTRARS LIMITED**

31 CORSHAM STREET  
LONDON  
N1 6DR



**L & A SECRETARIAL LIMITED**

31 CORSHAM STREET  
LONDON  
N1 6DR



DATED: the 1st day of February 1986

Witness to the above signatures:-

**L & A SERVICES LIMITED**

31 CORSHAM STREET  
LONDON  
N1 6DR

