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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

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Name of company

* LAND ROVER SERIES ONE CLUB LIMITED

* insert full
name of Company

I, **KEITH STEPHEN DUNGATE**
188 Brompton Road
SEXLEYHEATH
KENT DA7 4SY

a duly authorised signatory of L & A Secretarial Limited

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 _____
31 CORSHAM STREET,
LONDON, NI 6DR

Declarant to sign below

the 31st day of December
One thousand nine hundred and Ninety One
before me HCA Abraham

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

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

For official Use
New Companies Section

Post room



LAW & ACCOUNTANCY
(agency services) Limited

31, Corsham Street
London NI 6DR

Tel: 250 1410 FAX: 250 1973
Telex: 892908 DX 34403 FINSBURY





COMPANIES HOUSE

10

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

This form should be completed in black.

<input checked="" type="checkbox"/> CN	2675892	For official use <input type="checkbox"/>
Company name (in full) LAND ROVER SERIES ONE CLUB LIMITED		

Registered office of the company on incorporation.

<input checked="" type="checkbox"/> RO	31 CORSHAM STREET	
Post town	LONDON	
County/Region		
Postcode	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.



Name	LAW & ACCOUNTANCY (agency services) LTD.	
<input checked="" type="checkbox"/> RA	31 CORSHAM STREET	
Post town	LONDON	
County/Region		
Postcode	N1 6DR	

Number of continuation sheets attached

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

L & A FORMATIONS	
31 CORSHAM STREET	
LONDON	Postcode N1 6DR
Telephone 071-250 3107	Extension

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.

CS LIMITED COMPANY
L & A SECRETARIAL LIMITED

AD

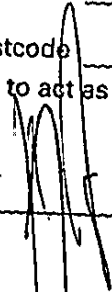
31 CORSHAM STREET

Post town LONDON

County/Region

Postcode N1 6DR Country ENGLAND

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

Signed  Date 1 DEC 1991

Consent signature

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.

CD LIMITED COMPANY
L & A REGISTRARS LIMITED

AD

31 CORSHAM STREET

Post town LONDON

County/Region

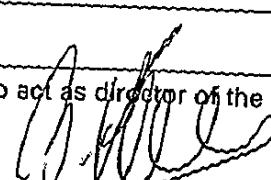
Postcode N1 6DR Country ENGLAND

DOB 1, 5, 1, 1, 9, 0 Nationality **NA** U.K. REGISTERED

OC COMPANY REGISTRATION AGENT

OD NONE

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

Signed 

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

Signed

Directors (continued)
(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.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD		
AD		
	Post town	
	County/Region	
	Postcode	Country
DD		Nationality NA
OC		
OD		
I consent to act as director of the company named on page 1		
Signed	Date	

Delete if the form
is signed by the
subscribers.

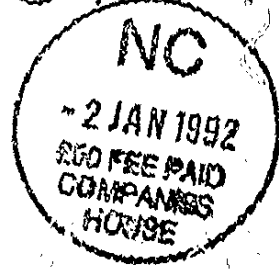
Signature of agent on behalf of all subscribers		Date
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Delete if the form
is signed by an
agent on behalf of
all the subscribers.

Signed	Date	1 DEC 1991
for L & A Secretarial Limited		
Signed	Date	1 DEC 1991
for L & A Registrars Limited		
Signed	Date	
Signed	Date	

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

2675892



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

LAND ROVER SERIES ONE CLUB LIMITED

1. The name of the company is "LAND ROVER SERIES ONE CLUB LIMITED". (hereinafter called "the Club")

2. The registered office of the Club is to be situate in England.

3. The objects for which the Club is established are;

(a)(i) To undertake and promote the operation of a club for enthusiasts of Rover vehicles and to encourage social intercourse between members of the Club and to provide such social facilities for the members as the the Club may from time to time determine, and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Club on such terms and for such periods of time as the Club may from time to time determine, on a commission or fee basis or otherwise, and to carry on any other trade or business, whatever, of a like and similar nature .

(ii) To promote and hold, either alone or jointly, with any other association, club or persons, meetings, motor sport competitions, and other motoring and non-motoring events and to offer, give or contribute towards prizes, medals and awards therefor, and to promote, give or support dinners, balls, concerts and other entertainments.

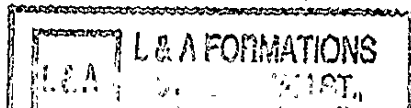
(b) To hire, lay out and maintain any lands or property necessary for the promotion and holding of such meetings, motor sport competitions and other events as the Club may organise and to buy, prepare, make, supply, sell and deal in all equipment and apparatus used in such meetings, competitions and events and all kinds of liquors, provisions and refreshments required or used by the members of the Club or other persons frequenting such meetings, competitions and events.

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, papers, reports, guide books, periodicals, circulars, articles and other matter;

f) to hold conferences, seminars, meetings, lectures, courses and discussions;



60870

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 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 provisions 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 Club 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 of real or personal property) and devises and bequests for all or any of the objects of the Club Provided that the Club shall not engage in any permanent trading activity in raising funds for the said objects, 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 fir, 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.

4. 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 the 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 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 or money or money's worth shall be given by the Club to any member of such committee except repayment of out of pocket expenses interest on money lent or reasonable and proper rent for premises demised or let to the Club Provided further that the provision last aforesaid shall not apply to any payment to any company of which a member of the the committee may be a member and in which such member shall not hold more than on hundredth part of the capital, and such member shall not be bound to account for any share of profits thereby received in respect of any such payment.

5. The liabilities of the members is limited.

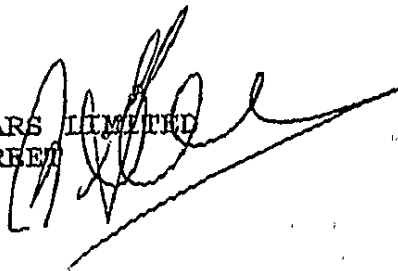
6. Every person who is a member of the Club undertakes to contribute such amount not exceeding (£1.00) as may be required to the assets of the Club if it should be wound up while that person is a member or within one year after that person ceases to be a member, for payment of the debts and liabilities of the Club contracted before that person ceases to be a member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributions among themselves.

7. 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 to 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 of their income and property among its or their members to and extent at lease 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.

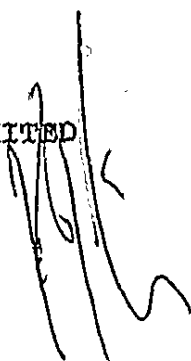
We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum;

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 December 1991

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

LAND ROVER SERIES ONE CLUB LIMITED

PRELIMINARY

1. 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 contained 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.

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 he is approved by the directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by him.

4. A member may at any time withdraw from the Company, subject however to anything for the time being expressed in the Memorandum of Association, 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 "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 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 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.

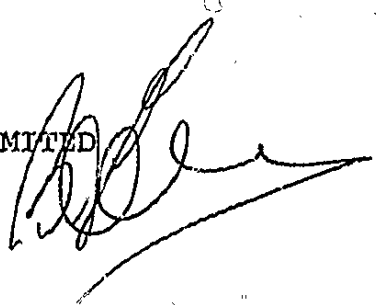
NOTICES

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.

NAMES AND ADDRESSES OF SUBSCRIBERS

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



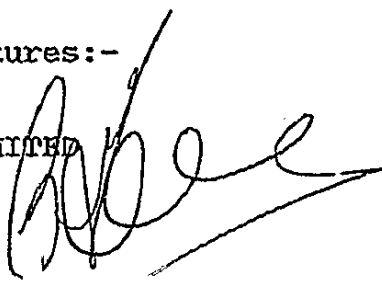
L & A SECRETARIAL LIMITED
31 CORSHAM STREET
LONDON
N1 6DR



DATED:the 1st day of December 1991

Witness to the above Signatures:-

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



FILE COPY



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

No. 2675892

I hereby certify that

LAND ROVER SERIES ONE CLUB LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the 8 JANUARY 1992

P. Bevan
P. BEVAN

an authorised officer