

Company Number: 4490995

Company Act 1985

WRITTEN RESOLUTION of 1 Jeffreys Road Freehold Limited

passed on [ 21<sup>st</sup> MARCH ] 2003

WE the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company RESOLVE as follows:

1. THAT the Articles of Association be amended in the form annexed to this Resolution
  - 1.1. Article 7.1.1 to 7.2.9 shall be deleted and replaced with the wording in Article 7
  - 1.2 Article 8 shall be deleted and replaced with the wording:

“A director shall be required to hold one share of the Company in order to qualify for office as a Director and every Shareholder shall be entitled to be appointed as a Director”
2. THAT the Company Secretary shall file the amended Articles of Association at Companies House

Signed:

..... Louise Boulton .....

.....  
.....

..... J.A. Smiddy ..... as Attorney for  
G.R. H. SMEDLEY

..... H.M. Bailey .....  
as Attorney  
for Bruce K. BAILEY.



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COMPANIES HOUSE

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**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**1 JEFFREYS ROAD FREEHOLD LIMITED**

Company Number 4490995

**PRELIMINARY**

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these Articles. Regulations 23, 27, 64, 73, 74, 75, 80, 81, 93, 94, 95, 96, 111, 115 and 118 of Table A shall not apply to the Company and the following regulations thereof shall be modified:  
  
Regulation 18 by the addition, at the end, of the words "and all reasonable expenses that may have been incurred by the Company by reason of such non-payment."  
  
Regulation 24 by the deletion of the first sentence.  
  
Regulation 46 by the deletion of paragraphs (a) to (d) inclusive and the substitution of the words "by any Member present in person or by proxy".  
  
Regulations 30 and 31 shall not apply.  
  
Where the context requires, words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine.

**SHARE CAPITAL**

2. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act"), to exercise any power of the Company to allot any relevant securities (within the meaning of Section 80(2) of the Act) up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation of the Company.
3. Section 89(1) of the Act shall not apply to any allotment of shares in the

Company.

4. The Directors shall have power to allot, grant options over and otherwise dispose of any un-issued shares of the Company to such persons, on such terms and in such manner as they think fit, subject to the limitations imposed by Article 2 hereof.
5. Subject to the provisions of the Act any shares of the Company may be purchased by the Company on such terms and conditions as the Company, before it enters into a contract or contingent contract for the purchase of such shares, may by special resolution determine. A payment in respect of such a purchase by the Company may with the sanction of a special resolution be made otherwise than out of the disposable profits of the Company (within the meaning of the Act) or the proceeds of a fresh issue of shares made for the purposes of the redemption, notwithstanding that such payment may constitute a payment out of capital.

#### **UNDERWRITING**

6. The Company may pursuant to Sections 97 and 98 of the Act pay commission at a rate not exceeding ten per cent of the price at which the shares in respect of which the commission is payable are issued.

#### **SHAREHOLDERS AGREEMENT**

7. In the event of a sale of the flat occupied by the shareholder in 1 Jeffreys Road, Clapham, London, SW4 6QU the shareholder shall transfer his/her/their share in the Company to the purchaser of the flat.

#### **DIRECTORS**

8. A Director shall be required to hold a share of the Company in order to qualify for office as a Director and every shareholder shall be entitled to be a Director.
- 9.
- 9.1. Any Director may at any time appoint any person otherwise qualified to hold such office to be his alternate (hereinafter referred to as "the Alternate Director") and such Director (hereinafter referred to as "the Principal") may at any time terminate such appointment.
- 9.2. The appointment of the Alternate Director shall be determined on the happening of any event which if he were a Director would cause him to vacate such office or if the Principal ceases to be a Director.
- 9.3. The Alternate Director shall be given notice of meetings of the Directors and be entitled to attend, be counted in the quorum and vote at any such meeting at which the Principal is not personally present and generally at such meeting perform all functions of the Principal. If the Principal is for the time being unable to act for any reason the signature of the Alternate Director to any

resolution in writing of the Directors shall be as effective as the signature of the Principal.

- 9.4. The Alternate Director shall be entitled to be repaid expenses and to be indemnified as if he were a Director, but he shall not be entitled to receive any remuneration from the Company in respect of his appointment as an alternate.

#### **BORROWING POWERS**

10. The Directors may borrow money and give security for the payment of money by, or the performance of other obligations of, the Company or any other person.

#### **POWERS OF DIRECTORS**

11. A Director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he is interested and if shall so vote his vote shall be counted; and whether voting or not he shall if present be counted in ascertaining whether a quorum is present at any meeting at which any such contract or proposed contract or arrangement is under consideration.
12. The Directors are empowered to exercise all the powers of the Company set out in Clause 3 of the Memorandum. Any Director may vote in favour of the exercise of any such power notwithstanding that he is or may become interested therein and he shall be entitled to retain any benefit received by him pursuant to the exercise of any such power.

#### **DISQUALIFICATION OF DIRECTORS**

13. The office of Director shall be vacated if the Director:
- 13.1. resigns his office by notice in writing to the Company;
  - 13.2. becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - 13.3. becomes prohibited from being a Director by reason of any statutory provision.

#### **ROTATION OF DIRECTORS**

14. The Directors shall not be subject to retirement by rotation and all references in Table A to retirement by rotation shall be disregarded.

#### **PROCEEDINGS OF DIRECTORS**

15. A resolution in writing, signed or approved by letter by each Director, or by each member of a committee, shall be as valid a resolution duly passed at a meeting of the Directors or of such a committee.

## NOTICES

16. Any notice required to be given or served by the Company shall be in writing and may be served by personal service or by first class post or by e-mail, to the address for the time being supplied for the purpose to the Secretary of the Company by the person entitled to receive the same. Any notice served by personal service shall be deemed to have been received at the time of delivery; any notice to be sent by letter posted to an address within the United Kingdom shall be deemed to have been served on the expiry of twenty four hours from the time of posting and every notice to be sent by airmail to an address outside the United Kingdom shall be deemed to have been served on the expiry of ten days from the time of posting; and any notice sent by e-mail shall be deemed to have been served on the expiry of twelve hours from the time when the notice was dispatched by or on behalf of the Company. In the case of service by e-mail the notice will only be effectively served upon the person entitled to receive it where that e-mail has been sent to that person's personal e-mail address. The person entitled to receive the notice must confirm in writing to the Company his personal e-mail address. Where a person no longer wishes the Company to serve e-mail notices upon him he will give the Company seven days notice thereof.

## WINDING UP

17. If the Company shall be wound up any Director, agent, trustee or Member of the Company alone or jointly with any other person may become a purchaser of property belonging to the Company.

## INDEMNITY

18. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against any loss or liability which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings whether civil or criminal in which decree is granted in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which he is relieved from liability by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, subject to Section 310 of the Act.
19. The Directors may from time to time require any person whose name is entered in the Register of Members of the Company to furnish them with any information which they may consider necessary for the purpose of determining whether or not the Company is a closed company within the meaning of Section 282 of the Income and Corporation Taxes Act 1970 as amended; and if such requirement is not complied with they may withhold any dividend or other payment otherwise due or becoming due in respect of the shares registered in the name of any such person.

Subscribers:

(Shareholder signature)

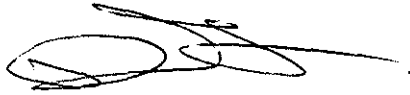
(Date)

Louise Boulton

13/03/03

(Shareholder signature)

(Date)



13/03/03

(Shareholder signature)

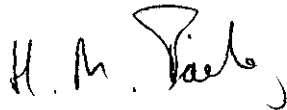
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13.3.03

(Shareholder signature)

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