

Company Number: 3142698



## THE COMPANIES ACT 1985 TO 1989

### COMPANY LIMITED BY GUARANTEE

UNITFORMAL

PROPERTY MANAGEMENT LIMITED

#### SPECIAL RESOLUTIONS

1. That paragraph 3(a)(i) of the Memorandum of Association be amended by the insertion of the words "the property known or intended to be known as "The Woodlands" situate at Robsack Wood St Leonards on Sea Hastings and "after the words "To Manage and administer"

2. That paragraph (a) of Article 11 of the Articles of Association of the Company be deleted and the following paragraph (a) be substituted therefor:-

"11. (a) Subject to paragraph (c) below every Member present in person or by proxy at a General Meeting shall have one vote for each share of which that Member is the holder **PROVIDED** that where no dwellingholder exists in respect of any dwelling, those Members who are subscribers to the Memorandum of Association or who become Members as a result of having been nominated under Article 3 or, if there is only one such Member or person nominated under Article 3, that Member shall, either jointly if there is more than one such Member or alone if there is only one such Member, have three votes in respect of every dwelling in addition to their own vote or votes as Members."

3. That the following new paragraph (c) be added to Article 11 of the Articles of Association of the Company:-

"(c) No Member shall be entitled to vote at any General Meeting until the Directors named in Article 12(f) below have resigned from office."

4. That paragraph (d) of Article 12 of the Articles of Association be altered by the addition of the words "and subject to paragraph (e) below" after the words "Section 13(5) of the Act."

5. That paragraph (f) of Article 12 of the Articles of Association be deleted and the following paragraph (f) be substituted therefor:-

"(f) Until the sales of all the dwellings have been completed the Directors of the Company shall be William Patrick Joseph Callinan and Miles Jeremy Snazell. Whilst holding office as Director they shall have power to fill casual vacancies in the Board of Directors and in the event of termination of office of one of them, for whatever reason, the sole remaining Director shall have full power to fill such vacancies. Upon completion of sale of the last dwelling the said persons shall resign from office and each of the existing Members of the Company shall be appointed a Director and be

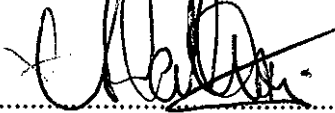
JORDAN & SONS LIMITED  
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LAW/KHB/3A5176

deemed to have accepted appointment as a Director save and provided (i) that should there be any Members who are prepared to act as Directors in lieu of all the Members then they shall be so appointed in lieu of all the Members and (ii) that a body corporate shall not be a Director but shall, by resolution of its Board of Directors, appoint a natural person as a Director of the Company. Written notice of such appointment shall be served upon the Company forthwith following such resolution making the appointment."

6. That paragraph (g) of Article 12 of the Articles of Association shall be amended by substituting for the words "subject to paragraph (f)" the words "After the appointments referred to in paragraph (f)".

30th May 1996

  
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**BRIAN RAYMOND HAWKINS**

  
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**WILLIAM PATRICK JOSEPH CALLINAN**