

REGISTRATION NO: 272129



FULFORD HEATH GOLF CLUB LIMITED
TANNERS GREEN LANE
WYTHALL
NR BIRMINGHAM B47 6BH

The following Special Resolutions were validly passed at the Extraordinary General Meeting held on Tuesday 20 March 2001 to approve amendment to the Memorandum of Association and the following Article of Association of the Company.

SPECIAL RESOLUTION 1

Memorandum of Association

To approve insertion of new paragraph 3 (d), with appropriate amendment to sequential numbering of other paragraphs under Section 3 (the objects for which the Company is established):-

- 3 (d) The Club shall be non-profit making and surpluses shall not be paid or transferred directly or indirectly by way of dividend, bonus, salary, fees or otherwise howsoever to officers or directors but must only be used (1) for the provision, improvement, replacement, maintenance, and repair of all the Club's property and facilities, including the course and clubhouse, and/or (2) for creating or adding to a reserve or reserve accounts for any of the purposes specified in (1), and/or (3) for adding to the Club's capital, and/or (4) for distribution equally between the voting Members on the winding-up or dissolution of the Club.

SPECIAL RESOLUTION 2

To amend **Article 56** to now read as follows:-

56. On dissolution or winding up of the Club, any surplus assets shall be distributed to the voting members of the Club in proportion to their contribution to share capital. Such distribution shall be voted upon by the Members of the Club.