

The Companies Act 1985

Company Number: 3273067

SPECIAL RESOLUTION

of

GLENTHORNE MEWS MANAGEMENT LIMITED

At an Extraordinary General Meeting of the Members of the above named Company, duly held and convened at Crwys House, 33 Crwys Road, Cardiff, CF2 4YF, on the 28th day of January 1997, the following Special Resolution was duly passed;

**ADOPTION OF
ARTICLES OF
ASSOCIATION:**

IT WAS RESOLVED that the draft Articles of Association as attached are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of the existing Regulations thereof.

DIRECTOR/MEMBER:

(An Authorised Signatory on behalf of Combined Nominees Limited)

Presented by; ICC COMPANY FORMATIONS

**Crwys House
33 Crwys Road
Cardiff
CF2 4YF**



The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed on the 28th day of January 1997)

of

GLENTHORNE MEWS MANAGEMENT LIMITED

PRELIMINARY

1. In these Articles:-

"the Property" means the address referred to in Clause 3(a) of the Memorandum of Association which consists of twelve Freehold Units.

"Freehold Unit" means a part of the said Property referred to in Clause 3(a) of the Memorandum of Association of the Company.

"Owner" in relation to a Freehold Unit means the owner of that particular Freehold Unit.

"Officer" an Owner.

"Table A" means Table A in The Companies (Tables A to F) Regulations 1985.

2. (a) Subject as hereinafter provided or except where inconsistent with the provisions hereinafter contained, the regulations contained in Table A shall apply to the Company.

(b) Regulations 2 to 4 inclusive, 8 to 22 inclusive, 24, 40, 64, 73 to 75 inclusive, 78, 79, 80, 102 to 108 inclusive and 110 of Table A shall not apply to the Company.

ALLOTMENT, TRANSFER AND TRANSMISSION OF SHARES

3. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited. The Company shall not have power to issue share warrants to bearer.

4. Subject as hereinafter provided and to any directions contained in any resolution or resolutions of the Company creating the same, the unissued shares of the Company shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the shares. The provisions of Section 89(1) and Section 90(1) to (6) of the Act shall not apply to the Company. The maximum number of shares which may be allotted pursuant to this authority shall be the entire unissued authorised share capital of the Company and this authority will expire five years after the date of incorporation of the Company provided that it may be extended for further periods of up to five years by ordinary resolution of the Company.

5. All sums payable to the Company in respect of the allotment of any share (whether as to the nominal value or by way of premium) shall be paid in full on or before the date of the allotment, and no share shall be allotted other than as a fully-paid share.

6. Except as to shares subscribed for by and issued to the subscribers to the Memorandum of Association, no Owner shall be registered as the holder of more than one share for each Freehold Unit, and no share shall be allotted to a person other than an owner. A share allotted to an Owner shall be deemed to be allocated to such Owner's Freehold Unit.

7. (a) Each Owner will retain one share allotted to him whilst he remains an Owner and on ceasing to be an Owner will transfer such share to the new Owner and save and except for the transfer by subscribers of shares in the Company, a share in the Company shall be transferred only upon or after a change in the Ownership of the Freehold Unit to which the share has been allocated.
- (b) The price to be paid upon the transfer of a share shall in default of agreement between the transferor and the transferee be its nominal value.
- (c) If upon the change of Ownership of the Freehold Unit the holder of the share allocated to that Freehold Unit refuses after being requested in writing so to do by the Secretary of the Company or neglects for a period of one month after the date of such change of Ownership to transfer such share in accordance with these Articles to the Owner for the time being of that Freehold Unit the Directors may by resolution appoint some person to transfer such share to the Owner for the time being of such Freehold Unit and a transfer by such person shall be effective and the transferee or transferees shall be registered as the holder or holders of such share, and as against the former registered holder and all persons claiming through him, shall be absolutely entitled to the same. The Company may receive the purchase money on the transferor's behalf and give a good receipt therefor.

8. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of a share but the Directors shall not refuse to register any transfer of a share pursuant to Article 7.

9. An instrument of transfer need not be signed by or on behalf of the transferee and in regulation 23 of Table A the words from 'and, unless' to the end shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS

10. In regulation 59 of Table A the second sentence shall be omitted.

11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business: save as herein otherwise provided, two members present in person shall be a quorum.

DIRECTORS

12. (a) The first Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with Section 10 of the Act.

- (b) Until otherwise determined by the Company in general meeting, the number of Directors shall not be less than two nor more than twelve.
- 13. (a) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.
- (b) Subject to the provisions of Table A and Section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. In regulation 38 of Table A the words 'or a resolution appointing a person as a Director' shall be omitted.

14. The qualification of a Director (other than the first Directors who shall not be required to hold a qualifying share) shall be the holding of one share in the Company provided that if any Director having so qualified shall cease to hold one share in the Company his appointment as a Director shall automatically determine and his office of Director shall be immediately vacated.

15. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

BORROWING POWERS

17. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS' INTERESTS

18. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

ALTERNATE DIRECTORS

19. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty four hours' notice in writing to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for regulation 68 of Table A which shall not apply to the Company.

INDEMNITY

20. Subject to the provisions of Section 310 of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Name Address and Description Of Subscribers
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Combined Nominees Limited,
16-26 Banner Street,
London EC1Y 8QE

Combined Secretarial Services Limited,
16-26 Banner Street,
London EC1Y 8QE

Dated the 28th day of October, 1996

Witness to the above Signatures:

K. Tatam F.C.I.S.
Crwys House
33 Crwys Road
Cardiff CF2 4YF

Business Manager Cardiff

The Companies Act 1985

Company Number: 3273067

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of


GLENTHORNE MEWS MANAGEMENT LIMITED

At an Extraordinary General Meeting of the Members of the above named Company, duly held and convened at Crwys House, 33 Crwys Road, Cardiff, CF2 4YF, on the 28th day of January 1997, the following Special Resolution was duly passed;

**CANCELLATION
OF UNISSUED
SHARES:**

That the 88 shares of £1.00 each in the capital of the company which have not been taken or agreed to be taken by any person be cancelled and that the share capital of the company be diminished by £88.00

DIRECTOR/MEMBER:


(An Authorised Signatory on behalf of Combined Nominees Limited)

**Presented by; ICC Company Formations
Crwys House,
33 Crwys Road,
Cardiff
CF2 4YF**