THE COMPANIES ACT 1985
WRITTEN RESOLUTION
BROOKLAND MANAGEMENT LIMITED
COMPANY NUMBER 02198573
CHANGE OF ARTICLES OF ASSOCIATION

In accordance with regulation 53 of Table A which is incorporated in the company's articles of association I the undersigned, being Secretary of the company who at the date of this resolution is entitled to attend and vote at general meetings of the company, hereby resolve upon the following resolution and confirm that it is as valid and effective as if it had been passed as a special resolution at a general meeting of the company duly convened and held.

That the Articles of Association of the company be modified as follows:

1. By amending article 25.

DATED: 5th August 2010

SIGNED:

John Ryan
Company Secretary

THE COMPANIES ACT 1963
WRITTEN RESOLUTION
[illegible] MANAGEMENT [illegible]
COMPANY NUMBER [illegible]
CHANGE OF ARTICLES OF ASSOCIATION

In accordance with regulation 53 of [illegible] the directors [illegible] the company's auditor or a solicitor) the [illegible] Banking [illegible] of the company who at the date of this resolution is entitled to attend and vote at general meetings of the company, hereby resolve upon the following resolution and confirm that it is as valid and effective as if it had been passed at a general resolution of a general meeting of the company duly convened and held.

That the Articles of Association of the company be amended as follows

1 By amending article 25

DATED [illegible] 2010

SIGNED

John Ryan
Company Secretary

The Companies Act 1985

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

BROOKLAND MANAGEMENT LIMITED

PRELIMINARY

1 Subject as hereinafter provided the Regulations incorporated in Table A set out in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company.

2. Regulations 2 to 24 (inclusive) 30, 32, 33, 35, 37, 38, 44, 46, 47, 49, 57, 64 to 69 (inclusive), 73 to 80 (inclusive), 84, 87, 94 to 97 (inclusive), 102 to 110 (inclusive), shall not apply to the Company but the regulations hereinafter contained together with the remaining regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the regulations of the Company.

3. The Company is a private Company within the meaning of the Act.

INTERPRETATION

4. In these regulations: -

The Property" means:	86/88 Brooklands Road, Sale, Greater Manchester.
"Owner" means:	any person who is for the time being registered or entitled to be registered at Her Majesty's Land Registry as the Lessee of any flat forming part of the property.

Expressions referring to writing shall, unless a contrary intention appears, be construed as including references to print, lithography, photography and other modes of representing or reproducing words in a visible form.

5. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

SHARE CAPITAL AND VARIATION OF RIGHTS

6. The share capital of the Company at the date hereof is £15 divided into 15 shares of £1 each. .

7. (a) Save for shares issued to the subscribers each issued share in the capital of the Company shall relate to a different flat forming part of the property and the Directors shall by resolution determine on the date of issue of any new share the flat to which such share relates.

[illegible] Companies Act [illegible]

[illegible] Company Limited by Shares

ARTICLES OF ASSOCIATION

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[illegible]

(b) Upon transfer of any of the subscribers' shares to an Owner the Directors shall by resolution determine the flat to which each such subscribers' share relates.

8. No share shall be issued to a' subscriber and no share other than a subscriber's share shall be allotted to any person unless and until payment in full for such share so issued or allotted has been received by the Company.

9. For the purposes of Section 80 of the Act the Directors shall have authority to allot any unissued shares in the Share Capital of the Company specified in Regulation 6 at such times as they think proper within a period of five years from the date of incorporation of the Company subject to these Regulations. The Company may by Ordinary Resolution at any time renew this authority subject to the provisions of the Act. No share, other than the shares agreed to be taken by the subscribers, shall be issued to any person who is not the owner of the flat to which the share relates in accordance with Regulation 7(a).

10 In accordance with Section 91 of the Act Sections 89(1) and 90(1) to (6) of the Act shall not apply to • the Company.

11. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Regulations or by law otherwise provided) any other rights in respect of any shares except an absolute right to the entirety thereof irt the registered holder.

•12. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for each of one of his shares. Every certificate shall be under the seal and shall specify the share to which it relates and the amount paid up thereon. Provided that in respect of a share held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

13. If a share certificate be defaced, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and the payment of a fee of £10 or such other fee as may be determined by Special Resolution.

14. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company.

LIEN

15. The Company shall have a first and paramount lien on all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company: but the Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Regulation.

(b) Upon request of any of the Shareholders, shares to an Owner the Directors shall by resolution determine the date to which such shares should be issued.

[illegible] No share shall be issued to a bearer and no share over which the Directors shall have authority to allot may be allotted to any person until such person has furnished to the Company such information as may be required or allotted has been received by the Company or

9. For the purposes of Section 80 of the Act the Directors shall have authority to allot any unissued shares in the share capital of the Company specified in Regulation [illegible] unless such shares are to be issued pursuant to a scheme approved by the Company in General Meeting or the Company may subject to these Regulations, the Companies (Jersey) Law [illegible] at any time revoke this authority, provided that the provisions of the Act shall be taken by the subscribers shall be issued to any person who is not an owner of the date [illegible] which the shares are to be issued. (2)

10. [illegible] In Section 91 of the Act Sections 90(1) to (3) of the Act shall not apply to the Company.

11. Except as required by law no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable contingent future or partial interest in any share or any interest in any fractional part of a share (except only as by these Regulations or by law otherwise provided) or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

12. [illegible] Any person entitled to a share whether by registration of transfer shall have [illegible] upon such evidence being produced as may from time to time properly be required by the Directors and shall specify the share to which he is so entitled and the amount paid up thereon. If he elects to be registered as a shareholder he shall give to the Company a notice to that effect in writing signed by him. Every person to whom a share is transmitted by reason of the death or bankruptcy of a shareholder shall be entitled to the dividends to which he would be entitled if he were the registered holder of the share.

13. [illegible] Subject to the provisions of these Regulations the Company may be provided on such terms as to evidence and indemnity as the Directors shall determine, a duplicate certificate in lieu of any certificate lost or destroyed or defaced or torn in half or more provided that in the case of a certificate so defaced or torn in half or more the old certificate shall be delivered to the Company for cancellation before a duplicate certificate is issued in lieu thereof. Such duplicate certificate shall be determined by special resolution.

14. The Company shall not be liable directly or indirectly and whether by reason of a loan guarantee or the provision of security or otherwise to any person in connection with the purchase or subscription of shares in the Company or in any other company which is for the time being a subsidiary of the Company or in any holding company.

LIEN

15. The Company shall have a first and paramount lien on all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of the joint holders for all such indebtedness or liabilities of such person or his estate to the Company whether the same be presently payable or not. The Directors may at any time declare a share to be wholly or in part exempt from the provisions of this Regulation.

TRANSFER OF SHARES

16. The instrument of transfer of a share shall be signed by or on behalf of the transferor who shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

17. Subject to such of the restrictions of these Regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the Directors may approve.

18. The Directors shall refuse to register a transfer of any share if the transferee is not the owner of the flat to which the share relates in accordance with Regulation 7 but shall otherwise register such transfer provided: -

(a) the instrument of transfer is accompanied by the certificate of the share to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

(b) the consideration for the transfer does not exceed the amount paid up on the share.

TRANSMISSION OF SHARES

19. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be. The provisions of this regulation shall apply to any person becoming entitled to a share in consequence of the merger or consolidation of any member being a corporation as they apply to any person becoming entitled to a share in consequence of the death or bankruptcy of a member.

20. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

21. The Directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect either to be registered himself or to transfer the share, and if the notice is not complied with within 30 days the Directors may thereafter withhold payment of all monies payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 of Table A shall be modified accordingly.

[illegible] SHARE

[illegible] the [illegible] relation of a share shall be signed by or on behalf of the transferor, which shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

7. Subject to such of the restrictions of these Articles as may be applicable, any member may transfer all or any of his shares by [illegible] usual or common form or any other form which [illegible]

8. The Directors shall have power to register [illegible] Regulation 7 but shall also have [illegible]

(a) the instrument of transfer [illegible] share to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

(b) the consideration [illegible] paid up on the share.

9. TRANSMISSION OF SHARES

Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to make such transfer thereof as the deceased or bankrupt member could have made; but the Directors shall have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before the death or bankruptcy, as the case may be. The provisions of these Articles relating to any transfer of a share shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of any member had not occurred and the notice or transfer were a transfer signed by that member.

10. If the person so becoming entitled shall elect to be registered himself he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

11. The Directors may give notice requiring any person so becoming entitled to a share in consequence of the death or bankruptcy of a member to elect either to be registered himself or to make a transfer of the share and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation [illegible] Table [illegible]

22. The Directors may at any time by notice in writing require any member within such reasonable time as is specified in the notice to indicate in writing the capacity in which he holds any share in the capital of the Company and if he holds such share otherwise than as beneficial owner, to indicate in writing so far as it lies within his knowledge the persons who have an interest in such share (either by name and address or by other particulars sufficient to enable those persons to be identified) and the nature of their interest.

ALTERATION OF CAPITAL

23. ' The Company may from time to time by Special Resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

24. The Company may by Special Resolution:-

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless to the provisions of Section 61(l)(d) of the Act;

(c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

GENERAL MEETINGS

25. The Company shall in each year hold, if deemed necessary by the Directors and/or the Shareholders, a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds it first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Directors shall appoint.

26. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

27. An annual general meeting and a meeting called for the passing a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company:

[illegible]

[illegible] AMOUNT

[illegible]

(a) [illegible] consolidation [illegible] larger than the [illegible]

(b) sub-divide its existing [illegible] of more than [illegible] of smaller amount than its existing [illegible] subdivision shall be [illegible] provisions of section [illegible]

(c) cancel any shares which [illegible] at the date of the resolution [illegible] any [illegible]

[illegible] DIVIDENDS

[illegible] shall be paid to each [illegible] according to the [illegible] and in the whole [illegible] general meeting as [illegible] recommendation [illegible] any other purpose and [illegible] notice [illegible] notice calling it and not more than fifteen months [illegible] of one annual general meeting of the Company and [illegible] that so long as the Company holds its first annual general meeting within [illegible] of its incorporation it need not hold it in the year [illegible] and that [illegible] no annual general meeting shall be held [illegible] shall upon

[illegible] The Directors may [illegible] think fit, [illegible] ordinary or extraordinary [illegible] interim dividends [illegible] shareholders shall rather be entitled to such [illegible] on such [illegible] shall be [illegible] provided by section [illegible] [illegible] subsidiary [illegible] any [illegible] by [illegible] [illegible] the Company [illegible] in the same manner as [illegible] the [illegible]

[illegible] CERTIFICATES

[illegible] A common seal [illegible] Registrars shall be [illegible] within [illegible] meeting [illegible] passed at such [illegible] be signed by [illegible] [illegible] [illegible] served and [illegible] the [illegible] business and [illegible] authorised [illegible] under [illegible] of the Company

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Regulation, be deemed to have been duly called if it is so agreed -

(a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent, in nominal value of the shares giving that right.

28. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend, and, on a poll, vote instead of him and that such proxy need not also be a Member.

29. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 62 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

30. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of and the fixing of the renumeration of, the Auditors.

31. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any member present in person or by proxy and entitled to vote. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in such vote.

32. Except *as* provided in Regulation 31, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

DIRECTORS

33. The first Directors of the Company shall be the persons named in the statement delivered under Section 10 of the Act.

34. Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one.

35. No person who is not a member of the Company shall be eligible to hold office as a Director. The office of a Director shall be vacated upon the execution of a transfer of a share held by such pirector as the owner of a flat forming part of the property. Regulation 81 of Table A shall be modified accordingly.

36. Subject as aforesaid 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.

37. Subject as aforesaid 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.

BORROWING POWERS

38. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or 35 security for any debt, liability or obligation of the Company or of any third party.

Provided that the amount for the time being remaining undischarged of moneys borrowed or secured by the directors as aforesaid (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not at any time, without the previous sanction of the Company in General Meeting, exceed in any year twice the total amount of service charge levied by the Company on all of the occupants of the property during the preceding year, but nevertheless no lender or other person dealing with the Company shall be concerned to see or inquire whether this limit is observed. No debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or was thereby exceeded.

POWERS AND DUTIES OF DIRECTORS

39. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in Section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he js interested and he shall be counted in reckoning whether a quorum is present.

ACCOUNTS

40. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

36 Subject [illegible] and the Company may by ordinary resolution appoint [illegible] [illegible] ing to [illegible] or other to fill a vacancy or as an addition to Director

37 [illegible] subject [illegible] any Director [illegible] [illegible] [illegible] [illegible] [illegible] [illegible] [illegible] [illegible]

[illegible] POWERS

38 The Directors may [illegible] all [illegible] powers of [illegible] Company [illegible] [illegible] [illegible] [illegible] [illegible] in excess of [illegible] amount of [illegible] of the Company [illegible] the time being issued or not and to mortgage or [illegible] shares [illegible] property and called [illegible] [illegible] [illegible] and to [illegible] [illegible] [illegible] debenture stock or any other securities whether outright [illegible] [illegible] [illegible] [illegible] debt liability or obligation of the Company or of any third party

Provided [illegible] the amount [illegible] the time being remaining [illegible] [illegible] [illegible] [illegible] borrowed [illegible] secured by the Directors as aforesaid [illegible] [illegible] [illegible] [illegible] [illegible] [illegible] [illegible] the Company [illegible] in the ordinary course [illegible] [illegible] [illegible] any [illegible] the previous sanction of the Company in General Meeting [illegible] exceed [illegible] the total amount [illegible] charge levied by the Company [illegible] of the accounts [illegible] [illegible] [illegible] [illegible] [illegible] but [illegible] [illegible] [illegible] [illegible] person dealing with the Company shall be concerned to [illegible] [illegible] [illegible] [illegible] limit is observed. No debt incurred or security given in excess of such limit shall be [illegible] or ineffectual except in the case of express notice to [illegible] lender or [illegible] of the security at the time when the debt was incurred or security given that the limit hereby imposed [illegible] [illegible] [illegible] [illegible] exceeded

POWERS AND DUTIES OF DIRECTORS

39 A Director [illegible] [illegible] [illegible] [illegible] [illegible] whether directly or indirectly [illegible] [illegible] whether [illegible] persons connected with him [illegible] [illegible] in Section 346 of the [illegible] or otherwise in any contract transaction or arrangement (whether or not constituting [illegible] [illegible] [illegible] [illegible] actual or proposed) with the Company [illegible] which the Company [illegible] [illegible] [illegible] interest as shall [illegible] [illegible] the nature of his interest [illegible] Meeting of the Directors [illegible] [illegible] with Section 317 of the [illegible] [illegible] [illegible] [illegible] [illegible] Director shall be entitled [illegible] in respect of any such contract [illegible] [illegible] [illegible] [illegible] actual or proposed in which he is interested and [illegible] shall [illegible] in reckoning whether a quorum is present.

ACCOUNTS

40 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting