

Company number 01179939

SPECIAL RESOLUTIONS

of

SUNNINGHILL CONSTRUCTION CO. LIMITED (Company)

Passed on 31 October 2013

The following resolutions were duly passed as special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

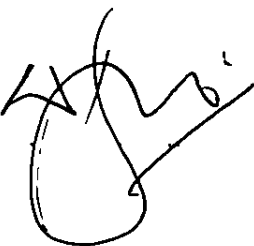
A copy of the written resolution is attached

SPECIAL RESOLUTIONS

- 1 That the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which by virtue of Section 28 of the Companies Act 2006 are to be treated as provisions of the Company's Articles of Association

- 2 That the new Articles of Association, a copy of which has been initialed by Nicholas Dunn for the purpose of identification, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association

Signed
Director



SATURDAY



A02 *A2KAGQ03* #373
02/11/2013
COMPANIES HOUSE

Company number 01179939

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SUNNINGHILL CONSTRUCTION CO. LIMITED (Company)

31 October 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (**Resolutions**)

SPECIAL RESOLUTIONS

- 1 That the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which by virtue of Section 28 of the Companies Act 2006 are to be treated as provisions of the Company's Articles of Association
- 2 That the new Articles of Association, a copy of which has been initialed by Nicholas Dunn for the purpose of identification, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, persons entitled to vote on the Resolutions on 31 October 2013, hereby irrevocably agree to the Resolutions

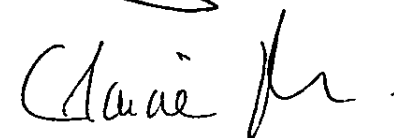
Signed by Nicholas Dunn



Date

31st October 2013

Signed by Elaine Dunn



Date

31st October 2013



NOTES

1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Elaine Dunn, Sunninghill Construction Co Limited, Cornelius House, 33 Boltro Road, Haywards Heath, West Sussex RH16 1BP
- **Post** returning the signed copy by post to Elaine Dunn, Sunninghill Construction Co Limited, Cornelius House, 33 Boltro Road, Haywards Heath, West Sussex RH16 1BP

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

3 Unless, by 28 November 2013, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SUNNINGHILL CONSTRUCTION CO. LIMITED (company number 01179939)

(Adopted by special resolution passed on 31 October 2013)

1 INTERPRETATION

1.1 In these articles

Act means the Companies Act 2006,

Model Articles means the model articles prescribed by Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these articles,

Ordinary Share means an ordinary share of £1 in the capital of the Company designated as an Ordinary Share,

A Ordinary Share means an ordinary share of £1 in the capital of the Company designated as an A Ordinary Share,

B Ordinary Share means an ordinary share of £1 in the capital of the Company designated as a B Ordinary Share,

C Ordinary Share means an ordinary share of £1 in the capital of the Company designated as a C Ordinary Share, and

D Ordinary Share means an ordinary share of £1 in the capital of the Company designated as a D Ordinary Share

1.2 Words or expressions defined in the Model Articles and words or expressions defined in the Companies Acts shall bear the same meaning in these articles unless the context otherwise requires

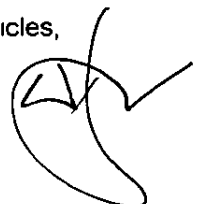
1.3 Any reference to a statutory provision shall be deemed to include a reference to any re-enactment or modification thereof for the time being in force

1.4 A reference in these articles to an **article** is a reference to the relevant article of these articles unless expressly provided otherwise

1.5 Headings shall not affect the interpretation of these articles

2 ADOPTION OF THE MODEL ARTICLES

2.1 The Model Articles shall, except in so far as they are excluded or modified by these articles,

1 

apply to the Company and together with these articles shall constitute the articles of the Company

3 DIRECTORS

Quorum for directors' meetings

3 1 Articles 11(2) and (3) of the Model Articles shall not apply to the Company

3 2 If and for so long as the Company has a sole director the quorum for the transaction of business at a meeting of directors is one director At any other time the quorum shall be two directors

3 3 If and for so long as the Company has a sole director he may exercise all the powers vested in the directors by these articles

4 DIRECTORS' INTERESTS

4 1 Subject to the provisions of these articles and the Act and provided a director shall have disclosed his interest in accordance with the Act, a director

a) notwithstanding his office may be a party to, or otherwise interested in, any transaction, contract, arrangement or agreement with the Company or in which the Company is interested, and

b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and

c) shall be entitled to vote in respect of any transaction, contract, arrangement or agreement with the Company in which he is in any way, whether directly or indirectly, interested and if he does so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present

4 2 For the purpose of this article, an interest of a person who is, for any purpose of the Act, connected with a director (which shall, without limitation, include any person (or any other person connected with such person) who pursuant to any agreement in writing made between all the members for the time being shall have appointed or nominated such director) shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise Articles 14(1)–(5) of the Model Articles shall not apply

4 3 The Company may by ordinary resolution ratify any transaction or arrangement which has not been properly authorised by reason of a contravention of these Articles

5 SHARE CAPITAL

5 1 Except as otherwise provided in these articles, the Ordinary Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall rank *pari passu* in all respects but shall constitute separate classes of shares

5 2 The directors may in their absolute discretion recommend different dividend amounts in respect of each of the separate classes of shares



5 3 The Company may from time to time by special resolution issue, increase, sub-divide, consolidate or redenominate its share capital in accordance with the Act, and Article 22(1) of the Model Articles shall be varied accordingly

5 4 Article 21 of the Model Articles shall not apply to the Company

6 FURTHER ISSUES OF SHARES

6 1 The directors cannot exercise any power of the Company to

- a) offer or allot,
- b) grant rights to subscribe for or to convert any security into, or
- c) otherwise deal in, or dispose of,

any shares in the Company to any person unless and to the extent they have been authorised by the Company by ordinary resolution

7 PROCEEDINGS AT GENERAL MEETINGS

If and for so long as the Company has only one member that member present in person or by proxy or, where that member is a corporation, its duly authorised representative shall be a quorum at any general meeting of the Company or of the holder of any class of shares Article 38 of the Model Articles shall be modified accordingly

8 DIRECTORS' GRATUITIES AND PENSIONS

The directors on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities, gratuities and superannuation or other allowances and benefits in favour of any person including any director or former director or the relations, connections or dependants of any director or former director A director or former director shall not be accountable to the Company or the members for any benefit of any kind conferred under or pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company Article 19(5) of the Model Articles shall not apply

9 COMPANY'S LIEN OVER SHARES

9 1 The Company has a lien (the **company's lien**) over every share, whether or not fully paid, which is registered in the name of any person indebted or under any liability to the Company, whether he is the sole registered holder of the share or one of several joint holders, for all monies payable by him (either alone or jointly with any other person) to the Company, whether payable immediately or at some time in the future

9 2 The Company's lien over a share

- a) takes priority over any third party's interest in that share, and
- b) extends to any dividend or other money payable by the Company in respect of that share

9 3 The directors may at any time decide that a share which is or would otherwise be subject to the Company's lien shall not be subject to it, either wholly or in part

10 NOTICES

- 10 1 Any notice or other document (including a share certificate or other document of title) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid letter addressed to that member at his registered address as appearing in the register of members (whether or not that address is within the United Kingdom) and sent by first class post, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or (except for a share certificate or other document of title) by giving it using electronic communications to an address notified to the Company for that purpose by the member, or by any other means, provided such other means have been authorised in writing by the member concerned. For the avoidance of doubt, the Company may not send or supply a notice or other document or instrument by making it available on a website. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these articles shall be deemed duly served or delivered notwithstanding that the member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by first class post, shall be deemed to have been served or delivered 48 hours after it was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, prepaid and put in the post. Any such notice or other document sent by an electronic communication shall be deemed to have been served 48 hours after it was sent and proof that it was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given or document sent. In calculating a period of hours for the purposes of this article, no account shall be taken of any part of a day that is not a working day.
- 10 2 Notice of every general meeting shall be given in any manner authorised by or under these articles to all members other than such as, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company provided that any member may in writing waive notice of any meeting either prospectively or retrospectively and if he does so it shall be no objection to the validity of such meeting that notice was not given to him.