

Company No. 1033555

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COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BEAZER HOMES (ANGLIA) LIMITED

We, being the sole member of the above-mentioned company entitled to attend and vote at a general meeting HEREBY RESOLVE:

THAT the Memorandum of Association in the form attached hereto and initialled for the purpose of identification be and that it is hereby adopted as the Memorandum of Association of the Company with immediate effect.



.....  
for and on behalf of Beazer Homes Plc

Date: 8 June 1995

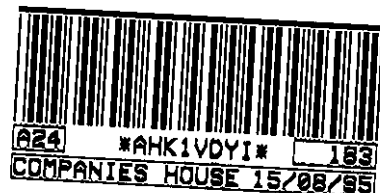
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COMPANY SECRETARY

*Beazer Homes Plc*

*14/8/95*



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**MEMORANDUM AND ARTICLES**  
**OF**  
**ASSOCIATION**  
**OF**  
**BEAZER HOMES (ANGLIA) LIMITED**  
**COMPANY NO. 1033555**

June 1995

**Company No. 1033555**

Companies Act 1985

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PRIVATE COMPANY LIMITED BY SHARES

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**Memorandum of Association**

of

BEAZER HOMES (ANGLIA) LIMITED

(Adopted by Special Resolution passed on 8 June 1995)

1. The name of the Company is "BEAZER HOMES (ANGLIA) LIMITED".
2. The registered office of the Company is to be situated in England.
3. The objects for which the Company is established are:-
  - (A) To purchase, take on lease, or on hire or otherwise acquire, hold, develop, sell hire out, grant leases or licences or otherwise dispose of or deal with real and personal property of all and any kinds and any interest, right or privilege therein, for such consideration and on such terms as may be considered expedient and to build or construct or procure the building or construction of houses, flats, maisonettes, offices, shops, suites, chambers, hotels, factories and other buildings or erections of any and every description and to sell, let on lease or agreement, manage or otherwise turn to account such land, buildings and erections and to provide all necessary conveniences and amenities as required for tenants, occupiers and customers and to carry on business as a land and property development company generally and to develop any land by laying out, constructing and maintaining roads, sewers, drains and waterworks and by erecting buildings thereon and laying out parks, gardens, sports and recreation grounds and providing other amenities and conveniences

- (B) To enter into agreements with builders, contractors, agents, tenants and purchasers, and to advance money to builders and others on the security of lands with or without buildings erected thereon and to guarantee moneys advanced by societies or others on the security of lands with or without buildings erected thereon and to carry on the business of builders, contractors, decorators, builders' merchants, carriers, house and estate agents, auctioneers, surveyors and valuers, proprietors of hotels, apartment houses, restaurants, cafes, clubs, refreshment rooms, boarding-houses, lodging houses, concert and other halls, baths, laundries, licensed victuallers, public amusement contractors, confectioners, tobacconists, caterers, bakers, garage proprietors, motor car hirers and storers, dealers in petrol, oil and other motor requisites or accessories and every other business connected with the development of property
- (C) To purchase, subscribe for or otherwise acquire, and hold and deal with, any shares, stocks, debentures, bonds, or other securities, investments of any nature whatsoever, or any options in respect thereof, and to buy and sell foreign exchange
- (D) To sell or otherwise dispose of the whole or any part of the business and/or undertaking of the Company, either together or in portions for such consideration and on such terms as may be considered expedient
- (E) To improve, manage, construct, repair, develop, exchange, let on lease, or otherwise, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company
- (F) To purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company
- (G) To invest and deal with the monies of the Company not immediately required for the purpose of its business in or on such investments or securities and in such manner as may be considered expedient, and to dispose of or vary any such investments or securities
- (H) To enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on any business
- (I) To lend or advance money or give credit with or without security to such persons, companies or corporations, and on such terms as may be considered expedient, and to receive money on deposit or loan from any person, company, or corporation on such terms as may be considered expedient

- (J) To borrow or raise money on such terms and on such security as may be considered expedient and in particular, but without limiting the generality of the foregoing, by the issue or deposit of debentures, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company both present and future, including its uncalled capital
- (K) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's holding company or any company which is contemplated to become the Company's holding company or a subsidiary of the Company or of the Company's holding company, or otherwise associated with the Company in business or of any company, firm or person which the Directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others
- (L) To pay for any property, assets or rights acquired by the Company, and to discharge or satisfy any debt, obligation or liability of the Company, either in cash or in shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any other securities which the Company has power to issue, or partly in one way and partly in another, and generally on such terms as may be considered expedient
- (M) To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient
- (N) To form, promote, finance or assist any other company, whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose which may be considered expedient

- (O) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, stocks, debentures, bonds and other securities of any company on such terms as to remuneration and otherwise as may be considered expedient
- (P) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, secret processes, know-how and inventions, and any interest therein, and to make experiments and tests, and to carry on all kinds of research work
- (Q) To draw, make, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments
- (R) To establish and maintain or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any such persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or holding company of the Company or which is a subsidiary of any holding company or is allied to or associated with the Company or any such subsidiary or of any of the predecessors of the Company or been directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well being of, the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid and without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes
- (S) To establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company, by or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies
- (T) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the Company or for the purpose of such an acquisition of shares of the Company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise

- (U) To subscribe or guarantee money for any national, charitable, benevolent, public general, political or useful object, and to undertake and execute any trusts the undertaking whereof may be considered expedient, and either gratuitously or otherwise
- (V) To enter into any arrangement with any government or other authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions, privileges, licences and permits, and to promote any legislation, as may be considered expedient
- (W) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law
- (X) To remunerate any person or company rendering service to the Company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and of any other company formed, promoted, financed or assisted by the Company, or which the Company shall consider to be in the nature of preliminary expenses in relation to the Company or any such other company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters
- (Y) To carry on any business which, in the opinion of the Directors of the Company, may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the Company
- (Z) To do all or any of the above things in any part of the world, either alone or in conjunction with others, and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, trustees or otherwise

It is hereby declared (1) that the expressions "subsidiary" and "holding company" where they appear in this Clause shall have the meanings ascribed to those expressions by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989; (2) that, where the context so admits, the word "Company" in this Clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985; and (3) that the objects specified in each of the sub-clauses of this Clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company

4. The liability of members is limited
5. The share capital of the Company is £5,500,000 and US\$10,000 divided into 5,500,000 deferred shares of £1 each and 1,000,000 "A" ordinary shares of US\$0.01



WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names

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NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

Number of Shares  
taken by each  
Subscriber

H Thomas  
Oyez House  
Breams Buildings  
London EC4P 4BU

One

Company Registration Agent

E G Ellis  
Oyez House  
Breams Buildings  
London  
EC4P 4BU

One

Company Registration Agent

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Dated the 22nd day of November, 1971

Witness to the above signatures:-

G W E Corsby  
Oyez House  
Breams Buildings  
London EC4P 4BU

Company Registration Agent