

**EXCERPT MINUTE OF EXTRAORDINARY GENERAL MEETING
OF THE DIRECTORS
OF
SOUTHEND VINEYARD
TO CONSIDER AND VOTE ON A SPECIAL RESOLUTION**

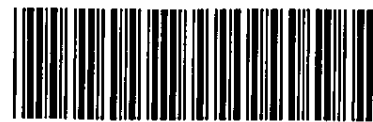
In an Extraordinary General Meeting of the Directors of Company held on the 13th Day of January 2008, the Chairman proposed to the meeting, seconded by the Company Secretary, that the Company adopt the following Special Resolution, namely that:

THE SPECIAL RESOLUTION

In the Memorandum of Association of the Company:

Clause 4 will be deleted in its entirety and in its place substituted the following

4. (a) The income, funds and property of the Company shall be applied solely towards promoting the Company's objects and do not belong to the members of the Company and no part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the Company, whether by way of dividend, bonus or otherwise, but
- (i) members who are not trustees may be employed by or enter into contracts with the Company and receive reasonable payment for goods or services supplied,
 - (ii) members (including trustees) may be paid interest at a reasonable rate (which shall not exceed the base rate for the time being of a clearing bank selected by the trustees/directors) on money lent to the Company;
 - (iii) individual members who are beneficiaries may receive grants and other charitable benefits to facilitate their work in pursuance of the Objects,
- (b) A trustee must neither receive any payment of money or other material benefit (whether directly or indirectly) from the Company nor hold any office under the Company for which a salary or fee is payable, except
- (i) as mentioned in clause 4,(a)(ii) or (a)(iii)
 - (ii) reimbursement may be made of reasonable out-of-pocket



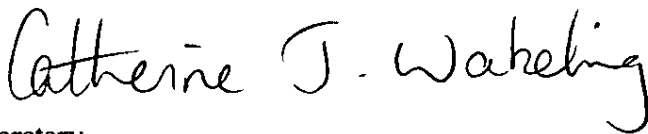
expenses (including hotel and travel costs) actually incurred by trustees in running the Company

- (iii) the Company may provide an indemnity for officers of the Company at its expense in respect of any liabilities properly incurred in running the Company (including the costs of a successful defence to a criminal prosecution)
 - (iv) payment may be made to any company in which a trustee has no more than a 1 percent shareholding
 - (v) reasonable and proper remuneration be paid to the Senior Pastors of the Company
 - (vi) in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission)
- (c) any trustee (or any firm or company of which a trustee is a member or employee) may enter into a contract with the Company to supply goods or services in return for a payment or other material benefit but only if
- (i) the goods or services are actually required by the Company,
 - (ii) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set at a meeting of the trustees in accordance with the procedure in clause 4(d),
 - (iii) no more than one half of the trustees are subject to such a contract in any financial year.
- (d) Whenever a trustee has a personal interest in a matter to be discussed at a meeting of the trustees the trustee concerned must:
- (i) declare an interest at or before discussion begins on the matter,
 - (ii) withdraw from the meeting for that item unless expressly invited to remain in order to provide information,
 - (iii) not be counted in the quorum for that part of the meeting;
 - (iv) withdraw during the vote and have no vote on the matter.
- (e) This clause may not be amended without the prior written consent of the Charity Commission.

The Directors voted unanimously to adopt the Special Resolution and accordingly it was passed.

Signed: 

Chairman

Signed: 

Company Secretary