

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS OF:

CHURCH FARM NURSING HOME LIMITED

COMPANY NUMBER: 05453744



The following resolutions were duly passed as special resolutions on 21 June 2013 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

SPECIAL RESOLUTION

- 1 That the 10 issued Ordinary D Shares of £1 each in the capital of the Company held by Maria Elizabeth Spollin be sub-divided into 40 Ordinary D Shares of £0 25 each
- 2 Subject to the passing of resolution 1, that the 40 issued Ordinary D Shares of £0 25 each in the capital of the Company held by Maria Elizabeth Spollin be reclassified as 40 Deferred Ordinary D Shares of £0 25 each
- 3 Subject to the passing of resolutions 1 and 2, that the Company's existing articles of association be amended by the addition of new articles 3 5, 3 6 and 3 7 reading as follows

"3 5 That notwithstanding any of the other provisions of these articles, the Deferred Ordinary D Shares of £0 25 each in the capital of the Company shall not confer on the holders of them

3 5 1 any right to attend, receive notice of nor vote at any general meeting of the Company,

3 5 2 any right to receive any dividend declared by the Company from time to time,

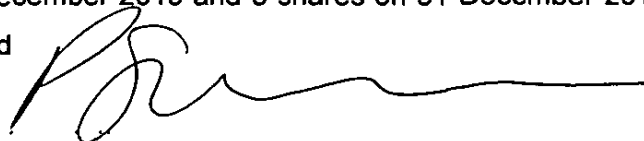
3 5 3 any right to receive any distribution arising on the winding up of the Company

3 6 Subject to article 3 7, if the Company fails to perform any obligation to purchase any Deferred Ordinary D Shares pursuant to and in accordance with the terms of a Off Market Share Purchase Agreement entered into between Maria Elizabeth Spollin and the Company on or about 21 June 2013 (a **Failure**) some or all of the then allotted and issued Deferred Ordinary D Shares may, by written notice served by Maria Elizabeth Spollin (served on the Company within the period of 60 days following the date of such Failure) be converted and consolidated into Ordinary D Shares of £1 each at the rate of one Ordinary D Share of £1 each for every four Deferred Ordinary D Shares of £0 25 each (a **Conversion**)

3 7 If following a Conversion, the Company remedies a Failure by performing its obligation to purchase the Shares concerned, and provided that there is no other Failure that has not been so remedied, all of the Ordinary D Shares of £1 each created by a Conversion of Deferred Ordinary D Shares of £0 25 each shall automatically reconvert and sub-divide into Deferred Ordinary D Shares at the rate of four Deferred Ordinary D Shares of £0 25 each for every one Ordinary D Share of £1 each "

4 That an agreement in the form attached to this resolution be entered into between (1) Maria Elizabeth Spollin and (2) the Company pursuant to which the Company will re-purchase 40 Deferred Ordinary D Shares of £0 25 each for an aggregate price of £140,000 (apportioned pro rata between such shares) in five separate tranches of 5 shares on the date of the agreement, 6 shares on 31 December 2013, 12 shares on 31 December 2014, 12 shares on 31 December 2015 and 5 shares on 31 December 2016 be and is hereby approved

Signed



Director

Date 21 June 2013

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF:

CHURCH FARM NURSING HOME LIMITED

COMPANY NUMBER: 05453744

CIRCULATION DATE: 21 June 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 (Resolution)

SPECIAL RESOLUTIONS

- 1 That the 10 issued Ordinary D Shares of £1 each in the capital of the Company held by Maria Elizabeth Spollin be sub-divided into 40 Ordinary D Shares of £0.25 each
- 2 Subject to the passing of resolution 1, that the 40 issued Ordinary D Shares of £0.25 each in the capital of the Company held by Maria Elizabeth Spollin be reclassified as 40 Deferred Ordinary D Shares of £0.25 each
- 3 Subject to the passing of resolutions 1 and 2, that the Company's existing articles of association be amended by the addition of new articles 3.5, 3.6 and 3.7 reading as follows

"3.5 That notwithstanding any of the other provisions of these articles, the Deferred Ordinary D Shares of £0.25 each in the capital of the Company shall not confer on the holders of them

3.5.1 any right to attend, receive notice of nor vote at any general meeting of the Company;

3.5.2 any right to receive any dividend declared by the Company from time to time,

**WE HEREBY CERTIFY
THIS TO BE A TRUE COPY
OF THE ORIGINAL**

Asst Secy 9 11 2016.

3.5.3 any right to receive any distribution arising on the winding up of the Company

3.6 Subject to article 3.7, if the Company fails to perform any obligation to purchase any Deferred Ordinary D Shares pursuant to and in accordance with the terms of a Off Market Share Purchase Agreement entered into between Maria Elizabeth Spollin and the Company on or about 21 June 2013 (a **Failure**) some or all of the then allotted and issued Deferred Ordinary D Shares may, by written notice served by Maria Elizabeth Spollin (served on the Company within the period of 60 days following the date of such Failure) be converted and consolidated into Ordinary D Shares of £1 each at the rate of one Ordinary D Share of £1 each for every four Deferred Ordinary D Shares of £0.25 each (a **Conversion**)

3.7 If following a Conversion, the Company remedies a Failure by performing its obligation to purchase the Shares concerned, and provided that there is no other Failure that has not been so remedied, all of the Ordinary D Shares of £1 each created by a Conversion of Deferred Ordinary D Shares of £0.25 each shall automatically reconvert and sub-divide into Deferred Ordinary D Shares at the rate of four Deferred Ordinary D Shares of £0.25 each for every one Ordinary D Share of £1 each "

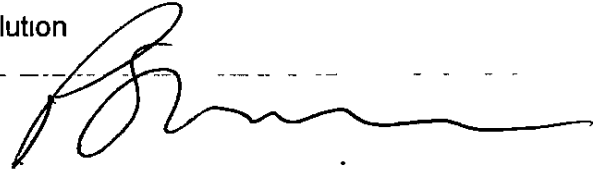
4 That an agreement in the form attached to this resolution be entered into between (1) Maria Elizabeth Spollin and (2) the Company pursuant to which the Company will re-purchase 40 Deferred Ordinary D Shares of £0.25 each for an aggregate price of £140,000 (apportioned pro rata between such shares) in five separate tranches of 5 shares on the date of the agreement, 6 shares on 31 December 2013, 12 shares on 31 December 2014, 12 shares on 31 December 2015 and 5 shares on 31 December 2016 be and is hereby approved

AGREEMENT

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

The undersigned, the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution

Signed by **PATRICK SCOTT ATKINSON**



Signed by **LUCY CHARLOTTE ATKINSON**



Signed by **MARIA ELIZABETH SPOLLIN**



Date

21 June 2013

NOTES

1 If you agree with the Resolution, 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 the Company's registered office
- **Post** returning the signed copy by post to the Company's registered office

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement

3 Unless, by the date which is 28 days from the Circulation Date set out above, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, 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.

We hereby certify
this to be a true copy
of the original

Adhona 14 7 09

CHURCH FARM NURSING HOME LIMITED

(Company No. 5453744)

(the "Company")

WRITTEN RESOLUTIONS

We, the undersigned, being all of the members of the Company having the right to vote at General Meetings of the Company or authorised agents of such members, signify our assent to the passing of the Special Resolutions set out below in accordance with Section 381A of the Companies Act 1985 to the effect that such Special Resolutions shall be deemed to be effective as if they had been passed at a General Meeting of the Company duly convened and held

SPECIAL RESOLUTIONS

- 1 That the 100 Ordinary Shares of £1 00 each in the capital of the Company currently in issue be sub-classified as follows and following such sub-classification shall carry the rights set out in the Company's Articles of Association (as amended by the Special Resolution at 2 below)
 - 1 1 the 70 Ordinary Shares held by Patrick Scott Atkinson be sub-classified as 70 A Ordinary Shares,
 - 1 2 the 10 Ordinary Shares held by Lucy Charlotte Atkinson be sub-classified as 10 B Ordinary Shares,
 - 1 3 the 10 Ordinary Shares held by John Robert Spollin be sub-classified as 10 C Ordinary Shares, and
 - 1 4 the 10 Ordinary Shares held by Maria Elizabeth Spollin be sub-classified as 10 D Ordinary Shares
- 2 The Company's Articles of Association be amended by the adoption of a new Article 3 3 and 3 4 reading as follows
 - 3 3 The Shareholders of each sub-classification of shares from time to time in issue shall be entitled to receive out of the Company's profit available for distribution a dividend as may be declared by the Directors for each sub-classification of shares

3 4 Whenever any shares in the capital of the Company are divided into different sub-classes of shares the rights attached to any such sub-classes of shares may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up with the consent in writing of the holders of three fourths of the issued shares of the sub-class or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of that sub-class but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or the proceedings thereat shall mutatis mutandis apply except that the necessary quorum shall be one person at least holding or representing by proxy one third in nominal amount of the issued shares of the sub-class and that the holders of the sub-class shall on a poll have one vote in respect of every share of the sub-class held by them respectively

SIGNED:

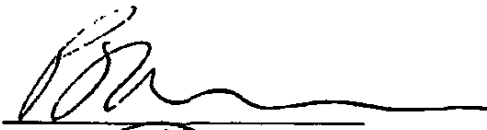


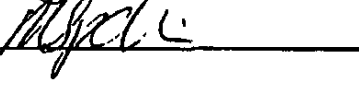
PATRICK SCOTT ATKINSON

LUCY CHARLOTTE ATKINSON

JOHN ROBERT SPOLLIN

MARIA ELIZABETH SPOLLIN

DATED





6/12/6

5453744

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

Church Farm Nursing Home Limited

1 PRELIMINARY

1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company

1.2 In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

2 ALLOTMENT OF SHARES

2.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to article 2.4 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit

2.2 All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the

said period, accepted all the shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this article 2 2 shall have effect subject to section 80 of the Act.

2 3 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

2 4 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

3 SHARES

3 1 The lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

3 2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

4 GENERAL MEETINGS AND RESOLUTIONS

4 1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies, and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

4 2 1 No business shall be transacted at any general meeting unless a quorum is present Subject to article 4 2 2 below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum

4 2 2 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum

4 2 3 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved

4 2 4 Regulations 40 and 41 in Table A shall not apply to the Company

4 3 1 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in article 4 3 3 below

4 3 2 Any decision taken by a sole member pursuant to article 4 3 1 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book

4 3 3 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting

4 4 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy Regulation 54 in Table A shall be modified accordingly

4 5 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited or received at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting

5 APPOINTMENT OF DIRECTORS

5 1 1 Regulation 64 in Table A shall not apply to the Company

5 1 2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly

5 2 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company

5 3 No person shall be appointed a director at any general meeting unless either -

(a) he is recommended by the directors, or

(b) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed

5 4 1 Subject to article 5 3 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director

5 4 2 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 determined in accordance with article 5 1 2 above as the maximum number of directors and for the time being in force

5 5 In any case where as the result of death or deaths the Company has no members and no directors the personal representatives of the last member to have died shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to article 5 4 1 above For the purpose of this article, where two or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder

6 BORROWING POWERS

6 1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over 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

7 ALTERNATE DIRECTORS

7 1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly

7 2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present

8 GRATUITIES AND PENSIONS

8 1 1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

8 1 2 Regulation 87 in Table A shall not apply to the Company

9 PROCEEDINGS OF DIRECTORS

9 1 1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

9 1 2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act

9 1 3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company

10 THE SEAL

10 1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company

10 2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors

11 PROTECTION FROM LIABILITY

For the purposes of this Article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office and "Associated Company" shall bear the meaning referred to in section 309A(6) of the Act Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply

11 1 the directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability

11 2 every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability

11 3 Regulation 118 shall not apply to the Company

12 TRANSFER OF SHARES

12 1 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply to the Company