

## WRITTEN RESOLUTIONS OF SOLE DIRECTOR

### BROOKLANDS (GAINSBOROUGH) MANAGEMENT COMPANY LIMITED

**Registered Number: 6622100**  
**Incorporated on 17 June 2008**

Made under and in accordance with Regulation 93 of Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) Amendment Regulations 1985, The Companies Act 1985 (Electronic Communications) Order 2000, The Companies (Tables A to F) (Amendment) Regulations 2007 (so far as they relate to private companies) and The Companies (Tables A to F) (Amendment) (No 2) Regulations 2007

#### **IT IS RESOLVED** as follows

- 1 that the registered office of the Company be changed to 6060 Knights Court, Solihull Parkway, Birmingham Business Park, Solihull, B37 7WY,
- 2 that, pursuant to the powers contained in Regulation 71 in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) Amendment Regulations 1985, The Companies Act 1985 (Electronic Communications) Order 2000, The Companies (Tables A to F) (Amendment) Regulations 2007 (so far as they relate to private companies) and The Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 ("Table A"), the Power of Attorney attached to these Written Resolutions be and is hereby approved and that the same be executed and delivered by the Company as a deed, and that any two directors, a director and a secretary or authorised signatory in the presence of a witness be authorised to sign the Power of Attorney on behalf of the Company;
- 3 that the written resolution presented to the director signed by the sole member of the Company resolving to amend the Memorandum of the Company by the adoption of new clauses 3-6 in substitution for the existing clauses 3-7 (contained in the document marked "A" for the purpose of identification) be approved,
- 4 that the written resolution presented to the director signed by the sole member of the Company resolving to adopt the regulations contained in the Articles of Association of the Company, (marked "B" for the purpose of identification), in substitution for and to the exclusion of the existing Articles of Association be approved,
- 5 that Ingleby Holdings Limited be confirmed as the first Director of the Company, having already been confirmed by the subscribers to the Memorandum of Association of the Company
- 6 that the following appointment be made with effect from the signature of this document ( the appointee having consented to his appointment)
- 6 1 appointed as Director(s)      Stephen Michael Gidley



- 7 that Ingleby Nominees Limited (the Subscriber to the Memorandum of Association) be registered as the first member of the Company,
- 8 that the letter of resignation received by the Company from Ingleby Nominees Limited resigning their membership in the Company be approved,
- 9 that the application for membership by the following member be approved as follows

Applicant	Applicant's Address	Consideration
Miller Homes Limited	Miller House, 2 Lochside View, Edinburgh Park, Edinburgh, EH2 2DH	The assumption by the Member of the liability to pay the company the sum of £1 00

and that the Applicant be registered as a Member of the Company and that its name be entered in the Register of Members and that the appropriate Membership Certificate be executed in due course,

- 10 that, the Company is a single member company and accordingly this should be noted in the Register of Members,
- 11 that, with effect from 5 30 p m on the date of this Resolution, the written resignation of Ingleby Holdings Limited as Director of the Company shall be accepted and become effective, and
- 12 that a copy of the written resolution adopting amended Memorandum and Articles of Association of the Company, a copy of the amended Memorandum and new Articles, Form 287 (change in situation of registered office), Forms 288a (appointment of new director) and Form 288b (resignation of director) be filed with the Registrar of Companies

Dated 19 JUNE 2008

Signed 

For and on behalf of Ingleby Holdings Limited