



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6622199

The Registrar of Companies for England and Wales hereby certifies that

HACKREMCO (N0.2579) LIMITED

having changed its name, is now incorporated under the name of

MCCARTHY & STONE LIMITED

Given at Companies House on **24th April 2009**



C06622199N



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

127903/300

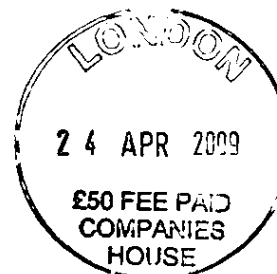
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Company No. 6622199

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COMPANIES HOUSE



HACKREMCO (NO. 2579) LIMITED (THE "COMPANY")

Written Resolution of the Sole Member of the Company

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole Director of the Company proposes that the following resolutions (the "**Resolutions**") are passed by the Company. The Resolutions are proposed as Special and Ordinary Resolutions.

Ordinary Resolutions

1. THAT pursuant to Section 121 of the Companies Act 1985, the authorised share capital of the Company be sub-divided from 100 ordinary shares of £1 each to 500 ordinary shares of 20 pence each;
2. THAT subject to the sub-division of the share capital of the Company in accordance with resolution 1 above, the authorised share capital of the Company be increased from £100 to £16,000,000 by the creation of 79,999,500 ordinary shares of 20 pence each ranking pari passu in all respects with the existing ordinary shares of 20 pence each in the capital of the Company; and
3. THAT pursuant to the provisions of Section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by such section provided that:
 - (a) the maximum nominal amount of such securities which may be allotted under this authority (within the meaning of that section) is £14,300,000; and
 - (b) this authority shall, unless it is (prior to expiry) duly revoked or varied or is renewed, expire on the fifth anniversary of the date hereof, save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry.

Special Resolutions

4. THAT the Articles of Association attached to this resolution be and are hereby adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company conditional upon the business sale agreement between, inter alia, McCarthy & Stone plc ("PLC"), Hackremco (No. 2581) Limited ("NewCo 1"), Hackremco (No. 2582) Limited and the Company (the "PLC BSA") relating to the sale by PLC to NewCo 1 of the PLC business becoming effective in accordance with its terms and the scheme of arrangement to be entered into by PLC and the PLC Scheme Creditors (as defined therein) (the "PLC Scheme") becoming effective; and
5. THAT pursuant to the provisions of Section 95 of the Companies Act 1985, the Directors are empowered to allot equity securities (as defined in Section 94 of that Act) pursuant to the general authority given to them for the purposes of Section 80 of that Act by the ordinary resolution numbered 3 above as if Section 89(1) of that Act did not apply to any such allotment, and the Company may make an offer or agreement which will or may

require equity securities to be allotted after the expiry of the power granted by this resolution.

6. **THAT** conditional upon (i) the current McCarthy & Stone plc entity having registered number 1146644 having changed its name; and (ii) the PLC Scheme and the scheme of arrangement to be entered into by DevCo and the Developments Scheme Creditors (as defined therein) ("**DevCo Scheme**") becoming effective, the name of the Company be changed to "McCarthy & Stone Limited".

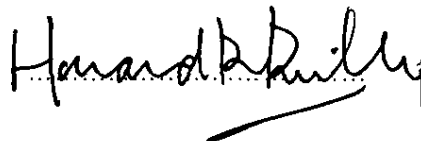
AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on 20 April 2009, hereby irrevocably agrees to the Resolutions:

Signed by

Hackremco (No. 2582) Limited



Date: 20.04.09

NOTES:

- 1 If you agree with 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 Trevor Green.
 - **Post:** returning the signed copy by post to Trevor Green, Homelife House, 26-32 Oxford Road, Bournemouth, Dorset, BH8 8EZ.
 - **Fax:** faxing the signed copy to 01202 508006 marked "For the attention of Trevor Green".
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to trevor.green@mccarthyandstone.co.uk. Please enter "Written resolutions dated 20 April 2009" in the e-mail subject box.
- 2 If you have received the Resolutions by e-mail you may also indicate your agreement by replying to the original e-mail containing the Resolutions. For your agreement to be valid you must state your name and that you irrevocably agree to the Resolutions.
- 3 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.
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

- 5 Unless, by midnight on 18 May 2009, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time.
- 6 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.
- 7 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.