

Company number 06943099

The Companies Act 2006

Company limited by shares

A Little Bird Ltd

**Resolutions in writing of the eligible members of the company
passed in accordance with section 288 of the Companies Act 2006**

I, the undersigned, being the required majority of eligible members of the company **resolve** as follows

Ordinary resolutions

- 1 **That** pursuant to Paragraph 47(3)(b) of Schedule 4 of the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, the directors be and are permitted to exercise their power under section 175 of the Companies Act 2006 to authorise directors' conflicts of interest
- 2 **That** the company's share capital of £1 divided into 1 ordinary share of £1 be and is re-designated as an 'A' share of £1, and there be attached to the re-designated share the rights and conditions set out in the articles of association to be adopted by resolution 3 below

Special resolutions

- 3 **That** the existing articles of association of the company (including, for the avoidance of doubt, all provisions of the company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the company's articles of association) be deleted in their entirety and replaced with the articles of association attached to these resolutions

Dated 30/05 2012

Name Edward Stephen Wood

THURSDAY



LD7 14/06/2012 #26
COMPANIES HOUSE

A Little Bird Ltd**Directors' written resolutions**

I, the undersigned, being the sole director of the company

1 Updating of company's constitution and re-designation of shares

1.1 **Resolve** that the sole eligible member of the company be asked to consider resolutions to:

- (a) confer a power on the directors to authorise directors' conflicts of interest under section 175 of the Companies Act 2006
- (b) to re-designate the share capital of the company as 'A' shares, and
- (c) adopt new articles of association allowing the company to allot further 'A' shares and new 'B' shares and specifying the rights and conditions attaching to the two classes of shares

1.2 Note that draft regulations to be adopted by the company in substitution for its existing articles of association are attached to these resolutions

1.3 **Resolve** that the draft regulations be and are approved for submission to the sole eligible member of the company for adoption

2 Written resolutions

2.1 **Resolve** that

- (a) the written resolutions and the accompanying statement attached giving effect to the proposals in paragraph 1 be approved, and
- (b) the written resolutions be sent to each member for signature, together with the accompanying statement

Dated 30/05 2012


Name Edward Stephen Wood



COMPANIES HOUSE

A Little Bird Ltd

Directors' written resolutions

I, the undersigned, being the sole director of the company

1 Updating of company's constitution and re-designation of shares

Note that the following resolutions have been duly passed in writing by the required majority of eligible members:

- 1 "That pursuant to Paragraph 47(3)(b) of Schedule 4 of the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, the directors be and are permitted to exercise their power under section 175 of the Companies Act 2006 to authorise directors' conflicts of interest"
2. "That the company's share capital of £1 divided into 1 ordinary share of £1 be and is re-designated as an 'A' share of £1, and there be attached to the re-designated share the rights and conditions set out in the articles of association to be adopted by resolution 3 below"
- 3 "That the existing articles of association of the company (including, for the avoidance of doubt, all provisions of the company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the company's articles of association) be deleted in their entirety and replaced with the articles of association attached to these resolutions"

2 New share certificates and register of members

2.1 Resolve that

- (a) the member be and is asked to surrender the share certificate for the ordinary share of £1 (the "**Ordinary Share**") held by him prior to the re-designation of share capital,
- (b) the share certificate for the Ordinary Share be and is cancelled on receipt and the relevant share certificate for the 'A' share of £1 (the "**A Share**") be and is prepared, executed and issued to the member as set out below; and
- (c) the appropriate entries be and are made in the register of members to reflect the re-designation of share capital.

Name	Ordinary Share	A Share
Edward Stephen Wood	1	1

3. **Allotment of shares**

3.1 Note that a share application has been received from the person named below for the allotment to him of the A Shares and for the 'B' shares of £1 each (the "**B Shares**") appearing opposite his name and **resolve** that subject to receipt by the company of the subscription monies

- (a) the A Shares and the B Shares appearing opposite the name of an applicant be and are allotted to him,
- (b) share certificates in respect of those A Shares and B Shares be and are prepared and executed and issued to the applicant, and
- (c) the name of the applicant and the number of A Shares and B Shares allotted to him be and are entered in the register of members

Name	A Shares	B Shares	Subscription monies	Share certificate no.
Edward Stephen Wood	89	10	£89	

4 **Filing**

Resolve that the following filings be and are made at Companies House

- (a) the written resolutions passed by the sole member,
- (b) the new articles of association;
- (c) Form CC04 giving notice of change of the company's objects,
- (d) Form SH08 giving notice of name or other designation of class of shares,
- (e) Form SH10 giving notice of particulars of variation of rights attached to shares, and
- (f) Form SH01 giving notice of the allotment of shares

Dated 30/05/2012



Name Edward Stephen Wood