

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

FLAMINGO LAND LIMITED (the Company)

23 April 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the Act), the directors of the Company propose that the following resolution is passed as a special resolution.

RESOLUTION

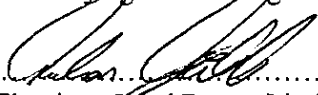
- 1 That, with effect from the passing of this resolution, the regulations contained in the document produced to this meeting and for the purpose of identification marked A and initialled by the chairman of the meeting are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.

AGREEMENT


Please read carefully both the notes at the end of this document before signifying your agreement or disagreement to the resolution.

	For	Against
SPECIAL RESOLUTION	X	

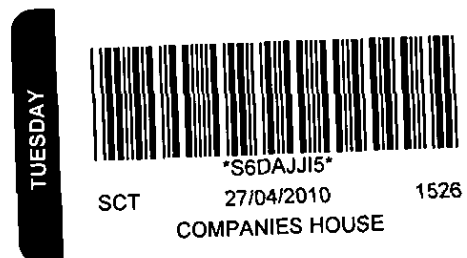
The undersigned, being the sole person entitled to vote on the above resolution on 23 April 2010 irrevocably agrees or disagrees to the resolution as indicated above.


Signed... 
 Flamingo Land Resort Limited as
 attorney for Gordon Gibb

Dated... 23 April 2010

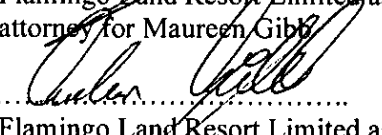
Signed... 
 Flamingo Land Resort Limited as
 attorney for Vicky Gibb

Dated... 23 April 2010



Signed.....
Flamingo Land Resort Limited as
attorney for Maureen Gibb

Dated...23..April.2010.

Signed.....
Flamingo Land Resort Limited as
attorney for Melanie Wood

Dated...23..April.2010.

NOTES

- 1 If you wish to vote in favour of the resolution, please put an "X" in the "*For*" box next to the resolution. If you wish to vote against the resolution, please put an "X" in the "*Against*" box next to the resolution or leave both boxes next to the resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company by
 - by hand: delivering the signed copy to The Directors, c/o Walker Morris, Kings Court, 12 King Street, Leeds LS1 2HL; or
 - by email: by attaching a scanned copy of the signed document to an email and sending it to denise@flamingoland.co.uk. Please enter "Written resolution dated 2010" in the email subject box.

If you do not agree with 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 The resolution is proposed as a special resolution with means that it will be passed if the Company receives before 15 May 2010 (the **Lapse Date**) this document signed by members representing at least 75 per cent. of the total voting rights of eligible members, who have voted in favour of the resolution. Where by the Lapse Date, insufficient agreement has been received for the resolution to be passed, the resolution will lapse. **If you agree to the resolution, please ensure that your agreement reaches the Company by no later than 5 pm on the Lapse Date.**

THE COMPANIES ACT 2006**ARTICLES OF ASSOCIATION****OF****FLAMINGO LAND LIMITED****Incorporated on 15 March 1973**

Adopted on

23 April

2010

WALKER MORRISKings Court
12 King Street
LEEDS
LS1 2HL

Tel: 0113 2832500

Fax: 0113 2459412

Ref: VVC/PCS/FLA.209-2

TUESDAY



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27/04/2010

1525

COMPANIES HOUSE

WALKER
MORRIS

CONTENTS

SECTION	HEADING	PAGE
1	PRELIMINARY	1
2	INTERPRETATION	1
3	MEMORANDUM OF ASSOCIATION	2
4	PROCEEDINGS OF DIRECTORS	2
5	APPOINTMENT AND RETIREMENT OF DIRECTORS	5
6	DISQUALIFICATION AND REMOVAL OF DIRECTORS	5
7	ALTERNATE DIRECTORS	5
8	DIRECTORS' EXPENSES	7
9	DIRECTORS' APPOINTMENTS	7
10	GRATUITIES AND PENSIONS	8
11	SHARE CAPITAL	8
12	SHARE CERTIFICATES	8
13	WRITTEN RESOLUTIONS	8
14	PROXIES	9
15	SECRETARY	9
16	NOTICES	9
17	DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE	10
18	INSURANCE	10
19	INDEMNITY	11
20	DEFENCE EXPENDITURE	11

Company number: SC052543

THE COMPANIES ACT 2006**PRIVATE COMPANY LIMITED BY SHARES****FLAMINGO LAND LIMITED****ARTICLES OF ASSOCIATION**

Adopted on 23 April 2010

1 PRELIMINARY

The model articles set out in schedule 1 to the Companies (Model Articles) Regulations 2008 (the **Model Articles**) shall apply to the Company except to the extent that they are excluded or varied by these articles and the Model Articles (save as so excluded or varied) and these articles shall be the regulations of the Company.

2 INTERPRETATION

2.1 In these articles the following expressions have the following meanings:

the Act means the Companies Act 2006, including any statutory modification or re-enactment of such act for the time being in force;

authenticated in respect of documents sent to the Company has the meaning given in section 1146 of the Act;

business day means any day (other than a Saturday or Sunday) on which clearing banks are open for a full range of banking transactions;

conflict situation means any situation or matter (other than one which cannot reasonably be regarded as likely to give rise to a conflict of interest) in which any director has, or can have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company including (without limitation) any such situation or matter which relates to the exploitation of any property, information or opportunity (irrespective of whether the Company could take advantage of the property, information or opportunity);

executed means any mode of execution;

office means the registered office of the Company;

secretary means the secretary of the Company or any director or other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary; and

share means any interest in a share.

- 2.2 Save as otherwise specifically provided in these articles, words and expressions which have particular meanings in the Act or the Model Articles shall have the same meanings in these articles, but excluding any statutory modification not in force when these articles are adopted. Headings are for convenience only and shall not affect construction.

3 MEMORANDUM OF ASSOCIATION

Clauses 1, 3, 4 and 5 of the memorandum of association of the Company adopted on 3 January 1979 and amended pursuant to a special resolution dated 18 June 1979 shall not form part of these articles and shall be deemed to be deleted accordingly.

4 PROCEEDINGS OF DIRECTORS

- 4.1 Subject to the provisions of the Act and these articles, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director notwithstanding his office:

- 4.1.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;
- 4.1.2 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;
- 4.1.3 may or any firm or company of which he is a member or director may act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;
- 4.1.4 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided

on the ground of any such interest or benefit; and

- 4.1.5 shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in any of articles 4.1.1 to 4.1.4 (inclusive) or on any resolution which 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 resolution as referred to in this article 4.1.5 his vote shall be counted.
- 4.2 Subject to article 4.3, if a question arises at a meeting of the directors or of a committee of the directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- 4.3 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 4.4 The directors are empowered for the purposes of section 175 of the Act to authorise any conflict situation that may arise and to amend or vary any such authorisation so given. Any such authorisation, amendment or revocation shall be given by resolution of the directors made in accordance with these articles and, in the case of such authorisation, section 175 of the Act. The directors may give any such authorisation subject to such terms as they shall consider appropriate and reasonable in the circumstances.
- 4.5 For the purposes of section 175 and 180(4) of the Act and for all other purposes, it is acknowledged that a director may be or become subject to a conflict situation or conflict situations as a result of his also being or having been a party to an agreement, arrangement or understanding or circumstance under which he is or may become an employee, director, trustee, member, partner, officer or representative of, or a consultant to, or a direct or indirect investor in/and or otherwise commercially involved with or economically interested in any company which is a member of the same group (as that term is defined in section 1261 of the Act) as the Company may from time to time or which is associated with any company which is a member of the same group as the Company.
- 4.6 A director's duties to the Company arising from his holding office as a director shall not

be breached or infringed as a result of any conflict situation envisaged by article 4.5 having arisen or existing in relation to him provided that such conflict situation has been authorised by the board and he shall not be held accountable to the Company for any benefit he directly or indirectly derives from his involvement with any person or entity referred to in article 4.5 (irrespective of whether the activities of such person or entity are or may become competitive with those of the Company and/or any of its subsidiaries).

4.7 Provided that such conflict situation has been authorised by the board, any director the subject of a conflict situation envisaged by article 4.5 shall be entitled to:

4.7.1 receive notice (including any relevant board papers) of, attend, count in the quorum towards and vote at board meetings relating in any way to, and deal generally with, matters concerning, connected with or arising from the conflict situation concerned; and

4.7.2 keep confidential and not disclose to the Company any information which comes into his possession as a result of such conflict situation where such information is confidential as regards any third party.

4.8 Without prejudice to the obligations of a director to disclose the nature and extent of his interest in accordance with the Act and/or the terms on which any authorisation is given for the purposes of section 175 of the Act (as the case may be), a director may vote at any meeting of the board on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty:

4.8.1 which is material (otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company) provided that the director concerned has first obtained consent from a simple majority of the board of directors; or

4.8.2 which is not within the terms of article 4.8.1,

and subject always to the foregoing, the director concerned will be counted in the quorum present when any such resolution is under consideration and if he votes, his vote will be counted.

4.9 Article 14 of the Model Articles shall be modified accordingly.

4.10 Where decisions of the directors are taken by electronic means, such decisions shall be

recorded by the directors in permanent form, so that they may be read with the naked eye.

5 APPOINTMENT AND RETIREMENT OF DIRECTORS

- 5.1 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. Whensoever the number of directors holding office shall be one, the sole director shall have authority to exercise all the powers and discretions by the Model Articles and by these articles expressed to be vested in the directors generally, and Article 11 of the Model Articles shall be modified accordingly.
- 5.2 A shareholder or shareholders holding a majority of the voting rights in the Company (within the meaning of paragraph 2 of Schedule 6 to the Act) shall have power at any time, and from time to time, to appoint any person to be a director, either 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 above as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the shareholder or shareholders making the appointment or removal or, in the case of a shareholder being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the registered office of the Company. Article 17 of the Model Articles shall be modified accordingly.

6 DISQUALIFICATION AND REMOVAL OF DIRECTORS

Article 18 of the Model Articles shall be amended by the insertion of the following paragraph (g):

that person is removed from office as a director pursuant to article 5.1.

7 ALTERNATE DIRECTORS

- 7.1 Any director (the **appointor**) may appoint as an alternate any other director or any other person approved by resolution of the directors, to:
- 7.1.1 exercise that director's powers; and

7.1.2 carry out that director's responsibilities,

in relation to the taking of decisions by the directors in the absence of the alternate's appointor.

7.2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors.

7.3 The notice must:

7.3.1 identify the proposed alternate; and

7.3.2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

7.4 An alternate director has the same rights, in relation to any directors' meeting or any decision of the directors, as the alternate's appointor.

7.5 Except as these articles specify otherwise, alternate directors:

7.5.1 are deemed for all purposes to be directors;

7.5.2 are liable for their own acts and omissions;

7.5.3 are subject to the same restrictions as their appointors; and

7.5.4 are not deemed to be agents of their appointors,

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of meetings of committees of directors of which his appointor is a member.

7.6 A person who is an alternate director but not a director:

7.6.1 may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating); and

7.6.2 may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, and does not himself participate).

- 7.7 A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision).
- 7.8 An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company.
- 7.9 An alternate director's appointment as an alternate terminates:
- 7.9.1 when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
 - 7.9.2 on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director; or
 - 7.9.3 when the alternate's appointor's appointment as a director ceases for whatever reason.

8 DIRECTORS' EXPENSES

Article 20 of the Model Articles shall be amended by the insertion of the words "**including alternate directors and the secretary**" before the words "**properly incur**".

9 DIRECTORS' APPOINTMENTS

- 9.1 Subject to the provisions of the Act, the directors may appoint one or more of their number to the post of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.
- 9.2 In any case where, as a result of death or bankruptcy, the Company has no shareholders

and no directors, the transmittee(s) of the last shareholder to have died or to have had a bankruptcy order made against him (as the case may be) shall have the right, by notice in writing, to appoint a person, who is willing to act and is permitted to do so, to be a director. For the purposes of this article 9.2, where two or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is presumed to have survived an older shareholder.

10 GRATUITIES AND PENSIONS

Subject to the Act, the directors may give and provide pensions, annuities, gratuities or any other benefits to or for past or present directors or employees (or their dependants) of the Company or any subsidiary or associated undertaking (as defined in section 1260 of the Act) of the Company and the directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of such powers.

11 SHARE CAPITAL

11.1 No shares shall be issued without the consent in writing of the holder or holders (in aggregate) of a majority of the voting rights in the Company (within the meaning of paragraph 2 of Schedule 6 to the Act) nor shall any share be issued at a discount or otherwise be issued in breach of the provisions of these articles or of the Act.

11.2 In accordance with section 567 of the Act, sections 561 and 562 of the Act shall not apply to the Company.

11.3 Article 26(5) of the Model Articles shall not apply to the Company.

12 SHARE CERTIFICATES

In Article 25(2)(c) of the Model Articles, the words "**evidence, indemnity and the payment of a reasonable fee**" shall be replaced with the words "**evidence and indemnity**".

13 WRITTEN RESOLUTIONS

A proposed written resolution will lapse if not passed before the period of 14 days beginning with the circulation date. A written resolution shall be deemed to have been executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders the signature of any one of them shall be sufficient.

14 PROXIES

- 14.1 Article 45(1)(d) of the Model Articles shall be deleted and replaced with the words **"is delivered to the Company in accordance with the articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate"**.
- 14.2 Article 45(1) of the Model Articles shall be amended by the insertion of the words **"and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting"** as a new paragraph at the end of that article.

15 SECRETARY

In accordance with the Act, the board may from time to time appoint any person willing to act as the secretary of the Company for such term, at such remuneration and upon such conditions as it may think fit, and any secretary so appointed may be removed by the board.

16 NOTICES

- 16.1 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at 10.00 am on the second business day after it was posted. Where a notice is sent by facsimile transmission proof of the notice having been sent to the correct facsimile number together with a transmission report confirming a successful transmission shall be conclusive evidence that the notice was given and shall be deemed to have been given one hour after the time of the transmission report if despatched before 4.00 pm on any business day and in any other case at 10.00 am on the business day following the despatch. A notice sent by electronic means shall, if properly addressed, be deemed to have been given one hour after the notice was sent and a notice sent by means of a website shall be deemed to have been sent when the notice is first made available or (if later) when the recipient receives (or is deemed to have received) notice that the notice is available on the website.
- 16.2 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by

notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all shareholders entitled to receive such notice at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

17 DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE

- 17.1 Where the Act permits the Company to send documents or notices to its shareholders in electronic form or by means of a website, such documents and notices will be validly sent provided the Company complies with the requirements of the Act.
- 17.2 Subject to any requirements of the Act documents and notices may be sent in electronic form to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified.

18 INSURANCE

Without prejudice to the provisions of any other article, the board shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time:

- 18.1 directors, officers, employees or auditors of the Company, or of any other company which is the holding company or of any body (whether or not incorporated) in which the Company or such holding company or any of the predecessors of the Company has any interest whether director or indirect or which is in any way allied to or associated with the Company, or to any subsidiary undertaking of the Company or of any such other body; or
- 18.2 trustees of any pension fund or employees' share scheme in which employees of the Company or of any other such company or subsidiary undertaking are interested,

including, without limitation, insurance against any liability incurred by any such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or the exercise or purported exercise of their powers and/or otherwise in relation to or in connection with their duties, powers or offices in relation to the Company or any other such company, subsidiary undertaking or such pension fund or employees' share scheme (and all costs, charges, losses, expenses and liabilities incurred by him in relation to such matters).

19 INDEMNITY

19.1 Subject to the provisions of, and so far as may be permitted by and consistent with, the Act, every director and every director of each of the Associated Companies of the Company (other than the auditors) shall be indemnified by the Company out of its own funds against:

19.1.1 any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust by such director or director in relation to the Company or any Associated Company of the Company other than:

(a) any liability to the Company or any Associated Company; and

(b) any liability of the kind referred to in section 234(3) of the Act; and

19.1.2 any other liability incurred by or attaching to him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office.

19.2 Subject to the Act, the Company may indemnify a director, any officer of the Company (other than the auditors) and any director of any Associated Company of the Company if it is the trustee of an occupational pension scheme (within the meaning of section 235(6) of the Act).

19.3 Where a director, officer of the Company (other than the auditors) or any director of an Associated Company of the Company is indemnified against any liability in accordance with this article 19, such indemnity shall extend to all related costs, charges, losses, expenses and liabilities incurred by such director.

19.4 In this Article, **Associated Company** shall have the meaning given to such expression by section 256 of the Act.

19.5 Articles 52 and 53 of the Model Articles shall not apply to the Company.

20 DEFENCE EXPENDITURE

20.1 Subject to the provisions of and so far as may be permitted by the Act, the Company:

20.1.1 may provide a director, officer of the Company or any director of any

Associated Company of the Company with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or an Associated Company of the Company or in connection with any application for relief under the provisions mentioned in section 205(5) of the Act; and

20.1.2 may do anything to enable any such person to avoid incurring such expenditure.

20.2 The terms set out in section 205(2) of the Act shall apply to any provision of funds or other things done under article 20.1.

20.3 Subject to the provisions of and so far as may be permitted by the Act, the Company:

20.3.1 may provide a director, officer of the Company or any director of any Associated Company of the Company with funds to meet expenditure incurred or to be incurred by him in defending himself in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority in connection with any alleged negligence, default, breach of duty or breach of trust by such Director or director in relation to the Company or any Associated Company of the Company; and

20.3.2 may do anything to enable any such director or director to avoid incurring such expenditure.

20.4 In this article, **Associated Company** shall have the meaning given to that expression by section 256 of the Act.