

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 297368

The Registrar of Companies for Scotland hereby certifies that

ANDSTRAT MEDIATION

having by special resolution changed its name, is now incorporated
under the name of

COUNSELLING AND FAMILY MEDIATION SCOTLAND

Given at Companies House, Edinburgh, the 27th June 2007



CSC297368Q



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

C O M P A N I E S H O U S E

SC02 8836



COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY GUARANTEE

ANDSTRAT MEDIATION

(the "Company")

(Registered Number: SC297368)



We, being all of the members of the Company entitled to attend and vote at general meetings of the Company, hereby resolve that the following resolutions be and are hereby passed by way of written resolution in accordance with section 381A of the Companies Act 1985 (as amended)

WRITTEN RESOLUTIONS

"THAT

- (1) the name of the Company be changed to "Counselling and Family Mediation Scotland",
- (2) the objects of the Company in the Memorandum of Association be and are hereby altered by the deletion of the first and second sentences of clause 3 and inserting the following wording in its place
 - "3 This clause shall be interpreted as if it incorporated an over riding qualification limiting the powers of the Company such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable for the purposes of section 505 of the Income and Corporation Taxes Act 1988 and section 7(2) of the Charities and Trustee Investment (Scotland) Act 2005 (including any statutory amendment or re enactment for the time being in force) Subject to that over riding qualification, the Company's objects are to relieve the needs and promote the welfare of families, individuals and children affected by relationship difficulties by promoting, developing and co ordinating support services, principally family mediation, child contact centres and confidential counselling services In furtherance thereof, but not otherwise, the Company shall seek ""
- (3) the objects of the Company in the Memorandum of Association be and are hereby altered by the deletion of the existing clauses 3 1 to 3 5 of the memorandum of association of the Company and the adoption of the following clauses 3 1 to 3 4 in their place
 - "3 1 to ensure the maintenance of a high level of standards, practice and quality assurance of couple counselling, family mediation, child contact and other family support services as delivered by member organisations through selection, training, supervision, evaluation, accreditation and registration of practitioners,

3 2 to promote and conduct research on aspects of marriage and other intimate relationships, separating and divorced families and family life and to disseminate or ensure the dissemination of the useful results of such research,

3 3 to provide, publish and disseminate information and to re educate the public and professionals about the importance of strengthening relationships, the needs of separating and divorced families, the impact of family breakdown and the benefits of relationship support, family mediation, child contact centres and other family support services, and

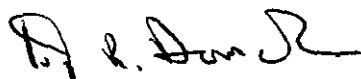
3 4 to develop working relationships with people and organisations concerned with marriage, other intimate personal relationships, separation, divorce and family life ""

(4) the objects of the Company be and are hereby altered by renumbering the existing clauses 3 6 to 3 40 of the memorandum of association of the Company as number 3 5 to 3 39

(5) the objects of the Company in the Memorandum of Association be and are hereby altered by the deletion of the existing clause 4 2(a) and the adoption of the following clause in its place

"(a) to pay reasonable and proper remuneration subject to the provisions of Chapter Nine of the Charities and Trustee Investment (Scotland) Act 2005 to any director, member or officer of the Company in return for any services actually rendered to the Company,"

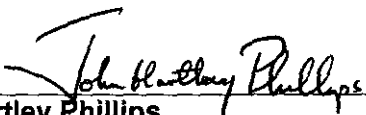
(6) the regulations contained in the document attached to this resolution, be and are hereby adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company "



Hugh Robertson Donald

11 June 2007

Date



John Hartley Phillips

11 June 2007

Date