

THE COMPANIES ACTS 1985

TERRACE HILL LETTINGS


(No. SC300621)
("Company")

WRITTEN RESOLUTION


(pursuant to Section 381A of the
Companies Act 1985, as amended)

We, the undersigned, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company had the resolution been put to such a meeting, hereby **RESOLVE** by way of written resolution pursuant to Section 381A of the Companies Act 1985, as amended, that the following resolutions be and are hereby passed as special resolutions of the Company:

- 1 That the articles of association attached to this resolution and initialled, for identification purposes only, by the members of the Company ("the New Articles") be and are hereby adopted as the new articles of association of the Company in place of and to the exclusion of the existing articles of association of the Company; and
- 2 That Article 3.2 of the New Articles be disapplied for the purposes of the proposed issue and allotment of 9,900 shares of £1 each in the capital of the Company to Terrace Hill Residential plc.


.....
**Director, for and on behalf of Terrace Hill
Residential plc**

25 July 2006


.....
**Director, for and on behalf of Park Circus
(Secretaries) Limited**

25 July 2006

We, being the auditors to the Company, acknowledge that a copy of the above resolution and attachment were sent to us on 25 July 2006.


.....
BDO Stoy Hayward

Date 25/7/06



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jme

THE COMPANIES ACT 1985
UNLIMITED COMPANY HAVING A SHARE CAPITAL
NEW ARTICLES OF ASSOCIATION

of

Terrace Hill Lettings

Adopted by Written Resolution passed on 25 July 2006

2006
ASB.CLM.T10103.1003-0007
FAS NO 7646



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THE COMPANIES ACT 1985
UNLIMITED COMPANY HAVING A SHARE CAPITAL
NEW ARTICLES OF ASSOCIATION
of
TERRACE HILL LETTINGS
Adopted by Written Resolution passed on 25 July 2006

PRELIMINARY

1

- 1.1 The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.
- 1.2 In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provisions of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.3 Regulations 3, 32, 34, 35, 41, 64, 73 to 80 (inclusive), 87, 94 to 97 (inclusive), 101 and 118 of Table A shall not apply to the Company.

SHARE CAPITAL

- 2 At the date of adoption of these Articles of Association the authorised share capital of the Company is £10,000 divided into 10,000 shares of £1 each.

ALLOTMENT OF SHARES

3

- 3.1 Shares which are comprised in the authorised share capital of the Company at the date of adoption of these Articles of Association shall be under the control of the directors who may (subject to section 80 of the Act and to Article 3.4 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

- 3.2 All shares which are not comprised in the authorised share capital of the Company at the date of adoption of these Articles of Association and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this Article 3.2 shall have effect subject to section 80 of the Act.

- 3.3 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

- 3.4 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital of the Company at the date of adoption of these Articles of Association at any time

or times during the period of five years from the date of adoption of these Articles of Association and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance to an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

SHARES

4

- 4.1 The lien conferred by Regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.
- 4.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".
- 4.3 The Company may by special resolution:-
 - 4.3.1 increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
 - 4.3.2 consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - 4.3.3 sub-divide its shares, or any of them, into shares of a smaller amount than its existing shares;
 - 4.3.4 cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
 - 4.3.5 reduce its share capital and any share premium account in any way.

GENERAL MEETINGS AND RESOLUTIONS

5

- 5.1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.
- 5.2 The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in Regulation 38 in Table A.
- 5.3 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.
- 5.4 The words "whenever the Company has only one member, that member alone shall be a quorum" shall be added at the end of the Regulation 40 in Table A.
- 5.5 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.
- 5.6 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. Regulation 54 in Table A shall be modified accordingly.
- 5.7 Unless resolved by ordinary resolution that Regulation 62 in Table A shall apply without modification, the appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the place specified in Regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at

the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

APPOINTMENT OF DIRECTORS

6

- 6.1 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. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and these Articles expressed to be vested in the directors generally, and Regulation 89 in Table A shall be modified accordingly.
- 6.2 The directors shall not be required to retire by rotation.
- 6.3 No person shall be appointed a director at any general meeting unless either:-
 - 6.3.1 he is recommended by the directors; or
 - 6.3.2 not less than 14 no more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.
- 6.4 Subject to Article 6.3 above and any resolution limiting the numbers of directors passed pursuant to Article 6.1 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 6.5 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 6.6 Provided that any appointment under Articles 6.4 and 6.5 above does not cause the number of directors to exceed any number determined in accordance with Article 6.1 above as the maximum of directors and for the time being in force.
- 6.7 In any case where as a result of death or deaths the Company has no members and no directors the personal representatives of the last member to have died shall have the right

by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to Article 6.4 above. For the purpose of this Article, where two or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order of seniority, and accordingly the youngest shall be deemed to have survived the elder.

BORROWING POWERS

- 7 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

8

- 8.1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.
- 8.2 A director, or any such other person as is mentioned in Regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

GRATUITIES AND PENSIONS

9

- 9.1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall

be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

PROCEEDINGS OF DIRECTORS

10

- 10.1 A director may vote, at any meeting of the directors or of any committee of the directors, on a resolution, notwithstanding that it 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 such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- 10.2 Each director shall comply with his obligations to disclose his interests in contracts under section 317 of the Act.
- 10.3 All or any members of the board of directors may participate in a meeting by means of a conference telephone or other audio communication equipment which allows all persons participating to hear each other. A person participating shall be deemed to be present in person at the meeting and shall be entitled to be counted in the quorum and vote. The meeting shall be deemed to take place where the largest group of participants is assembled, or, if there is no such group, where the chairman of the meeting then is.

THE SEAL

11

- 11.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.
- 11.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the directors.

PROTECTION FROM LIABILITY

12

12.1 For the purposes of this Article a “Liability” is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties or powers of office and “Associated Company” shall bear the meaning set out to in section 309A(6) of the Act. Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply:-

12.1.1 The directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability.

12.1.2 Every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from any Liability.

TRANSFER OF SHARES

13 The directors may, subject to the provisions of article 14 of these Articles, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Regulation 24 in Table A shall not apply to the Company.

14 Notwithstanding the provisions of article 13 of these Articles, the directors shall, upon production of a validly executed instrument of transfer in respect of such shares, register any transfer of shares where such transfer is in pursuance of the security interests of a bank, lender or other financial institution.