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FARRER & CO. LLP
66 LINCOLN'S INN FIELDS
LONDON WC2A 3LH

Company No 515297
Charity No 207812

Farrer & Co LLP
(ref: SHM/JEM)
30 May 2007

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ELIZABETH FINN CARE

(the "Charity")

WRITTEN RESOLUTION OF THE MEMBERS

Subject to obtaining the consent of the Charity Commission to the proposed amendments set out in Resolution 1 below, we, being all of the members of the Charity entitled to attend and vote at a general meeting of the Charity, pursuant to Section 381A of the Companies Act 1985, HEREBY RESOLVE that with effect from the date of the consent of the Charity Commission

- 1 Clause 3 of the Memorandum of Association of the Charity shall be deleted in its entirety and replaced with the following new Clause 3

"3 1 The Objects of the Association ("the Objects") are to relieve and assist, in such ways as the Trustees think fit (but without regard to religious or political affiliation) residents or nationals of the United Kingdom or the Republic of Ireland -

- (1) who are from a professional or similar background and who are suffering from old age, infirmity, disablement or financial need, or
- (2) who are otherwise in conditions of need, hardship or distress

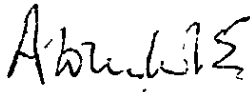
- 3 2 In furtherance of the Objects (but not otherwise), the Trustees shall have regard where possible to the relief from social isolation and the preservation of independence, dignity and choice of lifestyle of those who may benefit under Clause 3 1



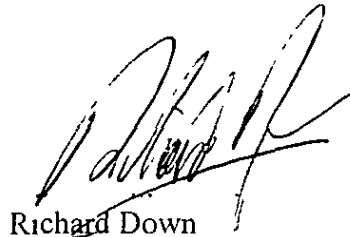
3 3 In this Clause the expression "professional or similar background" includes in particular those within the Registrar-General's social classes I and II and their immediate families

- 2 The Company Secretary will prepare the new Memorandum of Association of the Charity incorporating the amendments set out in Resolution 1, and will make the requisite filings at Companies House and with the Charity Commission


Dated 23 April 2007



Adrian White



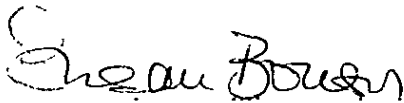
Richard Down



Charles Anson CVO

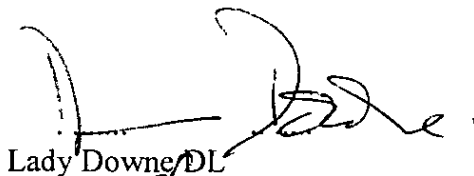


David Astor CBE

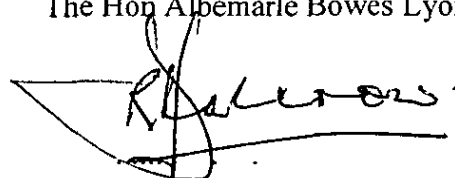


Susan Bonsor

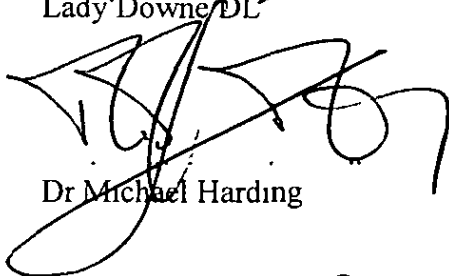
The Hon Albemarle Bowes Lyon



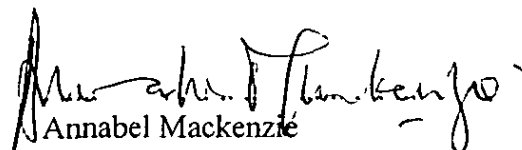
Lady Downe DL



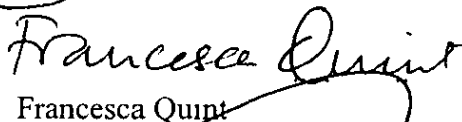
Richard Halcrow



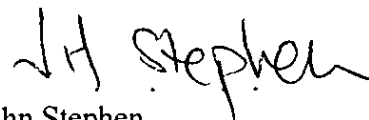
Dr Michael Harding



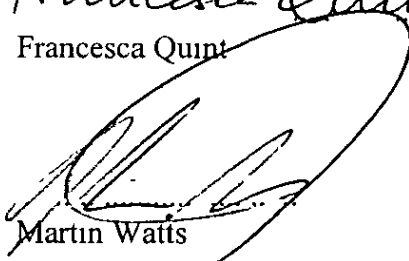
Annabel Mackenzie



Francesca Quint



John Stephen



Martin Watts