

COMPANY LIMITED BY SHARES

Memorandum of Association of

YORKSHIRE CARE GROUP LIMITED

1. The name of the Company is YORKSHIRE CARE GROUP LIMITED
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company are established are:-

(a) To establish, equip carry on nursing homes, convalescent homes, creches, hydropathic establishments, hotels and boarding houses. To undertake the training and supply of nurses and medical attendants. To carry on business as manufacturing and retail chemists and druggists, and as manufacturers of and dealers in patients' requisites of all kinds. To carry on business as providers and suppliers of all types of medical materials for medical, and surgical use.



- (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.

(d) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.

(g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint venture agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.

(h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company may be carried on so as directly or indirectly to benefit the Company.

(i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.

(j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others.

(1a) Without prejudice to the generality of clause 3(j) to guarantee any obligations of any person gratuitously or otherwise and to secure such obligations in any manner. \*

(k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.

(l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.

(1a) To remunerate the Directors and employees of the Company and any other persons companies or firms rendering services to the Company in such manner as may be thought fit. \*\*

(m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.

(n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.

(o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.

(p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.

(q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.

(r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100,000 divided into 1,000,000 shares of 10p each.

\*amended by Special Resolution passed 27th April 1993

\*\* amended by Special Resolution passed 23rd December 1994.

The authorised share capital of the Company was increased from £1,000 to £100,000 by the passing of an Ordinary Resolution on the 6th December 1985.

We, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
<p data-bbox="443 757 651 898">GERALD LEWIN 84, Stamford Hill, London. N16 6XS  Accountant</p> <p data-bbox="443 1182 687 1323">MICHAEL HOLDER 84, Stamford Hill, London. N16 6XS  Property Manager</p>	<p data-bbox="1265 763 1326 792">ONE</p> <p data-bbox="1265 1182 1326 1211">ONE</p>

Dated this 10TH day of MARCH 1985

WITNESS to the above signatures -

DAVID HOLDER  
84, Stamford Hill,  
London. N16 6XS

Property Manager