

2728769

**ZEDCRAFT LIMITED**

(Company)

**RESOLUTIONS of the directors of the Company**

made at Salisbury House 81 High Street Potters Bar Hertfordshire EN6 5AS

1977 on JUNE. 2010 at 11.00 am/pm

Present Salome Victoros (Chairman)  
Nikki Karouzis  
Constantinos Victoros  
Michael Victoros

In attendance MICHAEL FILIOU

**1. NOTICE AND QUORUM**

The Chairman confirmed that a quorum was present

**2. DECLARATION OF INTERESTS**

The directors declared their interest in the business to be transacted and proposals to be considered by the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's articles of association (**Articles**) It was noted that, notwithstanding such interests, pursuant to the Articles, the Chairman was entitled to vote on the matters to be considered and to count in the quorum of the meeting

**3. PURPOSE OF THE MEETING**

3 1 The Chairman reported that the business of the meeting was to consider and, if thought appropriate, approve

a) the proposed adoption of the draft regulations (if thought fit by the members) attached to this resolution as the articles of association of the Company (**proposed Articles**), and

b) the issue of the following classes of share in the Company, as defined in the proposed Articles

- i) 500 Ordinary Shares of £1 each,
- ii) 600 Preference Shares of £1 each, and
- iii) 600 Voting Shares of £1 each

**4. DOCUMENTS PRODUCED TO THE MEETING**

4 1 There were produced to the meeting written resolutions of the members of the Company (**Resolutions**) together with draft articles of association pursuant to

WEDNESDAY



A12 \*ACO7IL3N\* 23/06/2010 408  
COMPANIES HOUSE

paragraph 3 1(a) It was reported that a copy of the Resolutions had been sent to the accountants of the Company for their records

## **5. APPROVAL OF RESOLUTIONS**

5 1 The Chairman, being the sole director of the Company, noted his duty to act in the way he considered, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole having regard (amongst other matters) to

- (a) the likely consequences of any decision in the long term,
- (b) the interests of the Company's employees,
- (c) the need to foster the Company's business relationships with suppliers, customers and others,
- (d) the impact of the Company's operations on the community and the environment,
- (e) the desirability of the Company maintaining a reputation for high standards of business conduct, and
- (f) the need to act fairly as between the members of the Company

5 2 The directors **RESOLVED THAT** the Resolutions be approved and the company secretary was instructed to pass the proposed written special resolutions to the shareholders

The board meeting then adjourned. When the meeting reconvened, it was reported that all the shareholders entitled to vote had signed and dated the written resolutions for the resolutions to be passed

## **6 The meeting RESOLVED THAT**

6 1 new shares in the Company be issued in accordance with paragraph 3 1(b), and

6 2 the company secretary be instructed to

- (a) issue new share certificates to Nikki Karouzis, Michael Victoros and Constantinos Victoros, and
- (b) arrange for the filing at Companies House of
  - (i) the Company's new articles of association, and
  - (ii) the Resolutions, and
  - (iii) Form SH01 in respect of the allotment of new shares

## **7 CLOSE**

There was no further business