



# **CERTIFICATE OF INCORPORATION ON CHANGE OF NAME**

**Company No. 5598564**

The Registrar of Companies for England and Wales hereby certifies that  
**DERWENT BUILDS LIMITED**

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

**1st BASE PROJECTS LTD**

Given at Companies House, Cardiff, the 16th July 2008



**\*C05598564F\***



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

Company Number 05598564

THE COMPANIES ACT 1985 TO 1989  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING SHARE CAPITAL

## WRITTEN RESOLUTION

OF

DERWENT BUILDS LTD

Dated 1<sup>st</sup> July 2008

SATURDAY



A18 "ABC7Q1C7" 12/07/2008 312  
COMPANIES HOUSE

We, the undersigned, being all the Members for the time being of the above named Company entitled to receive notice of and attend and vote at General Meetings of the Company HEREBY PASS the following Resolution, as a Written Resolution, with the intent that the said Resolution shall pursuant to the Company's Articles of Association, be for all purposes as valid and effectual as if the same had been passed at a General Meeting of the Company duly convened and held

### Resolution

"That the Memorandum and Articles of Association of the Company shall be amended as follows

- 1 **That the company name be changed to '1<sup>st</sup> Base Projects Ltd'**
2. **That item 3 of the Memorandum of Association be changed to read** – *"The objects for which the Company is established are to offer managerial support and consultancy services, project management services within the built environment To act as developers, land owners and construction contractors and any such other objects as the Management Committee in its entire discretion reasonably consider from time to time appropriate or complementary to the business and operation of the Company"*
- 3 **That item 4.b of the Memorandum of Association be changed to read** – *"To give advice, information and assistance to clients and to other persons (legal or natural) desirous of starting, joining, expanding or improving the built environment through construction or engineering projects or other enterprise and in particular to afford advice, information and assistance on legal, financial, marketing, technical and other matters of any kind,"*
4. **That item 4.c of the Memorandum of Association be changed to read** – *"To establish and maintain links with other organisations, local, national and international, which undertake socio-economic activities within the built environment or construction process,*
5. **That item 5 of the Memorandum of Association be deleted.**

6. That item 6.f "of the payment of dividends to members of the Company" Be inserted as previously minuted.
7. It has today been agreed to ratify the previous decision that paragraphs 66 and 67 relating to audited accounts be changed due to there being no requirement under UK accounting laws for an audited set of accounts. (as previously agreed on 01/03/2007)
8. That the previously amended change of director (20/10/06) address be amended in the Memorandum and Articles of the company.
- 9 That the term 'Social Audit' be removed from the interpretations of the Articles.
- 10 That item 68 of the Articles (Social Audit) is removed.
- 11 That item 72 of the Articles (Social Audit) is removed.
12. The changes will be made immediately and the memorandum and articles be altered and forwarded to Companies House.

Signed:



Mr Philip Boardman



Mr James Parker



Mr Antony Baines

### Certificate of Passing

I hereby certify that the attached Written Resolution was duly passed by the Company in accordance with its Articles of Association

Signed:



Name: Mr James Parker

Position Company Secretary

Date: 10/07/2008