

COMPANY NUMBER 5763164

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

THE OFFICE CAMPUS (PARAGON) LIMITED (Company)

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COMPANIES HOUSE

**CIRCULATION DATE: 10 February 2009**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**2006 Act**), the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions and resolutions 3, 4 and 5 below are passed as special resolutions of the Company (together, the "**Resolutions**" and each one being a "**Resolution**");

#### **ORDINARY RESOLUTIONS**

- 1 THAT the authorised share capital of the Company be increased from £12.00 to £49.00 by the creation of 37 ordinary shares of £1.00 each, each ranking pari passu in all respects with the existing ordinary shares of £1.00 each in the capital of the Company.
- 2 THAT, subject to the passing of Resolution 1, the directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (**1985 Act**) to exercise all powers of the Company to allot relevant securities (within the meaning of section 80(2) of the 1985 Act) up to an aggregate nominal amount of £49.00, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire five years from the date of this Resolution, but the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired. This authority is in substitution for all previous authorities conferred upon the directors pursuant to section 80 of the 1985 Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

#### **SPECIAL RESOLUTIONS**

- 3 THAT, subject to the passing of Resolution 2, the directors be and they are empowered pursuant to section 95 of the 1985 Act to allot equity securities (within the meaning of section 94 of the 1985 Act) wholly for cash pursuant to the authority conferred by Resolution 2 as if section 89(1) of the 1985 Act did not apply to any such allotment, provided that this authority shall expire five years from the date of this Resolution, save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

- 4 THAT the Company's memorandum of association be amended by the deletion of the existing clause 4 and renumbering the existing clauses 5 and 6 accordingly as 4 and 5.
- 5 THAT the regulations contained in the document attached to these Resolutions and initialled for the purpose of identification be and are hereby adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

#### **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

We the undersigned, being the sole member entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed by

.....  
Mr. D. HOLDEN

For and on behalf of William Birch and Sons Limited

Date

.....  
10<sup>th</sup> February 2009

## NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.  
  
If you do not agree to all of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless, by the date which falls 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

The Companies Act 1985 – 1989

Company Limited by Shares

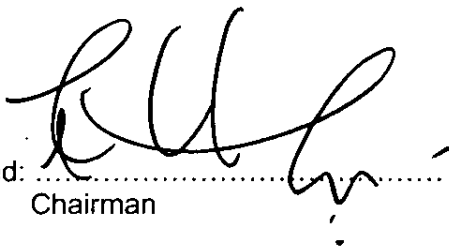
Memorandum & Articles of Association

of

THE OFFICE CAMPUS (PARAGON) LIMITED

Signed: .....

Chairman

A handwritten signature in black ink, appearing to be 'R. U. L.', written over a dotted line.

The Companies Act 1985 – 1989

Company Limited by Shares

Memorandum of Association of

**THE OFFICE CAMPUS (PARAGON) LIMITED**

(Conformed copy – as amended by special resolution of the Company dated 10 February 2009)

1. The name of the Company is THE OFFICE CAMPUS (PARAGON) LIMITED
2. The Registered Office of the Company will be situated in England and Wales
3. The Objects for which the Company is established are:-
  - (A) The Company will cause to be transferred to it all the common areas in a development at the Paragon Business Village at Wakefield in West Yorkshire presently being carried out by William Birch & Sons Limited, and will thereafter manage such common areas for the several owners or occupants of the aforesaid Paragon Business Village development and the Company within such transfer document will accept any conditions, covenants, rights of way, easements and privileges over and through such common areas.
  - (B) To manage, administer and deal with all lands, building and real property at the said development at the Paragon Business Village either on its own account or as trustees, nominees or agents of any company or person.
  - (C) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any Building Society.
  - (D) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and to issue at part or at a premium or discount, and for such consideration and with and subjects to rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock; either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
  - (E) To issue and deposit any securities which the Company has power to issue by way of mortgage or secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company.
  - (F) To receive money on deposit or loan upon such terms as the Company may approve.
  - (G) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

- (H) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (I) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, on such terms as the Company may determine, and to hold, dispose or otherwise deal with any shares, stock or securities so defined.
- (J) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise grant licences, easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the company for such consideration as the Company may think fit.
- (K) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

4 The liability of the Members is limited.

5 The Share Capital of the Company shall be 12 GBP divided into 12 shares of 1.00 GBP each.

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 AND ADDRESS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
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William Birch and Sons Limited Link Road Court Osbalwick York North Yorkshire YO10 3JQ	1
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TOTAL SHARES TAKEN	1
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Dated this 29th day of March 2006

The Companies Acts 1985 and 2006

Company Limited by Shares

Articles of Association of

**THE OFFICE CAMPUS (PARAGON) LIMITED**

(As adopted by special resolution of the Company dated 10 February 2009)

**Preliminary**

- I. (a) Subject as hereinafter provided, the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) Amendment Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (SI 2007/2826), and as otherwise amended prior to the adoption of these Articles (hereinafter referred to as "**Table A**") shall apply to the Company.
- (b) In these Articles words importing the singular number only shall where the context so admits include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations. "The Act" shall mean the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force (and any reference in these Articles to a specific provision of the Companies Act 1985 shall be deemed to refer to any equivalent provision of the Companies Act 2006 from time to time in force so far as the context permits).
- (c) The Company is a private company and no shares or debentures of the Company may be offered to the public.

**Capital**

2. The share capital of the Company as at the date of adoption of these articles is 49 GBP divided into 49 shares of 1.00 GBP each.

**Shares**

3. Shares in the capital of the Company may only be issued to the legal owner of a unit at the Paragon Business Village ("**Unit**"). No share shall be allotted or transferred to any person not classified as the legal owner of a Unit (or his authorised nominee or representative). A shareholder shall not be entitled to dispose of any or all of his shareholding in the Company while holding, whether alone or jointly with others, a legal estate in any Unit. This article is subject to article 4.
4. The legal owner(s) of each of the Units shall be entitled to four shares, with the exception of the legal owner(s) of Unit five who shall be entitled to five shares. For the avoidance of doubt, where any Unit has more than one legal owner, the shares will be issued to those legal owners jointly.

5. If any shareholder in the Company who is a Unit owner transfers his interest in a Unit or Units, or for any reason his interest in a Unit ceases and determines, he or, in the event of his death, his legal representative or representatives, or in the event of bankruptcy, his trustee in bankruptcy shall transfer his shareholding in the Company to the person or persons who become the legal owner of his Unit/Units.
6. In the event of a shareholder (or his legal representative(s) or trustee in bankruptcy) refusing or administering responsibility to transfer the share (s) in accordance with these Articles, a duly nominated director appointed by a resolution of the board of directors of the Company, shall be the attorney of such shareholder, he shall have complete authority and power on his behalf and in the shareholder's name to execute, complete and deliver a transfer of his share(s) to the person(s) to whom the same ought to be transferred hereunder or (as the case may so determine) any share transfer documentation; and the Company may give discharge for any purchase monies in this regard and (where a transfer has been effected) complete the register of members of the Company with the name of the transferee of the share(s) transferred.
7. The lien conferred by Clause 8 of Table A shall attach to fully paid up shares, and to all shares 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.

#### **Appointment of Directors**

8. The first Directors of the Company will be appointed in writing by the Subscribers to the Memorandum and Articles of Association of the Company.
9. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.

#### **Borrowing Powers**

10. The Director's may exercise all the powers of the Company to borrow money and to mortgage or charge 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.

#### **Proceeding of Directors**

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or management is under consideration; and Clause 94 of Table A shall be modified accordingly.

#### **Secretary**

12. The first Secretary of the Company shall be appointed in writing by the Subscribers to the Memorandum and Articles of Association of the Company.



### **Indemnity**

13. (a) Every Director or other Officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of his duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) Clause 118 in Table A shall not apply to the Company.