

Company Number 8681093

VITA STUDENT MANAGEMENT LIMITED

Minutes of a meeting of the board of directors of the above named Company duly convened and held at Brooke Court, Wilmslow, Cheshire

On 23rd September 2013 at 11am

Present Mark Stott (director, Chairman), Chris Oakes (director), Giles Beswick (company director & company secretary)

1 Introduction and purpose

1 1 There being a quorum present and the meeting having been duly convened, the Chairperson declared the meeting open

1 2 **IT WAS RESOLVED** that Mark Stott, having consented to act, be and is hereby appointed as the Chairperson of the meeting

2 Declarations of interest

2 1 The director present had declared the nature and extent of his interest in the business to be transacted at the meeting in accordance with the requirements of section 177 and 182 of the Companies Act 2006 (the "**Act**") and the Company's articles of association ("**Articles**")

2 2 It was noted that pursuant to the Articles, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested after declaring their interest

3 Directors' duties

3 1 It was noted that in accordance with the provisions and practices set out in the Act, a requirement existed for a director to act in such manner as he considered in good faith, would be most likely to promote the success and interests of the Company, for the benefit of its members as a whole and in doing so have regard (amongst other matters) to the provisions and requirements set out in the Act (the "**Duties**")

3 2 It was noted by the Chairperson that, prior to any matter being declared as resolved by the directors at the meeting, the Duties, including (but not limited to) those matters referred to at section 172(1) of the Act, would be carefully and duly considered

4 Business of the meeting

4 1 The chairperson reported that the business of the meeting was to approve a written resolution of the Company to change the Company's name to Vita Student Limited (the "**Change of Name**")

FRIDAY



A2HSESX4

A59

27/09/2013

#118

COMPANIES HOUSE

5 **Change of Name**

5 1 A draft written resolution of the members of the Company ("**Written Resolution**") to approve the Change of Name was produced to the meeting

5 2 Following consideration, including consideration of the matters referred to in section 172(1) of the Act, **IT WAS RESOLVED** that Change of Name would promote the success of the Company for the benefit of its members as a whole, and **IT WAS FURTHER RESOLVED** that the form of the Written Resolution be and is hereby approved by the meeting

5 3 After a short adjournment the meeting reconvened and it was noted that the Written Resolution had been duly signed and passed by the eligible shareholders of the Company

6 **Filings**

The chairperson instructed the secretary to make all necessary and appropriate entries in the books and registers of the Company and to arrange for the necessary forms and documents to be filed

7 **Close**

There being no further business the chairperson declared the meeting closed

A handwritten signature in black ink, appearing to be 'C. Smith', written over a horizontal line.

Chairperson



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 8681093

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

VITA STUDENT MANAGEMENT LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

VITA STUDENT LTD

Given at Companies House on **27th September 2013**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**