



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 362133

The Registrar of Companies for Scotland hereby certifies that

LENNOXLOVE BOOK FESTIVAL

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **3rd July 2009**



NSC3621339



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

SC 362133

Company Name in full

LENNOXLOVE BOOK FESTIVAL

I, STEPHEN MABBOTT

of 5 INVERESK GATE, INVERESK, EH21 7TB

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

[Signature]

Declared at EDINBURGH

Day Month Year

On 02 07 2009

● Please print name.

before me ● AUDREY BROWN J.P.

Signed

Audrey Brown

Date

2/7/2009

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

SCOTT'S COMPANY FORMATIONS, 5 LOGIE MILL,

BEAVERBANK OFFICE PARK, LOGIE GREEN ROAD

EDINBURGH

Tel 0131 556 5800

DX number 550301

DX exchange EDINBURGH 24

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

FRIDAY



SCT 03/07/2009 892
COMPANIES HOUSE



30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

Company Name in full

LENNOXLOVE BOOK FESTIVAL

I, **STEPHEN MABBOTT**

of **5 INVERESK GATE, INVERESK, EH21 7TB**

† Please delete as appropriate.

a ~~Solicitor or agent in the formation of the company~~ [person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985] do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at **EDINBURGH**

Day Month Year
on **02 07 2009**

① Please print name.

before me ① **AUDREY BROWN J.P.**

Signed

Audrey Brown

Date

2/7/2009

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

**SCOTT'S COMPANY FORMATIONS, 5 LOGIE MILL,
BEAVERBANK OFFICE PARK, LOGIE GREEN ROAD,
EDINBURGH. EH7 4HH Tel 0131 556 5800**

DX number **550301** DX exchange **EDINBURGH - 24**

FRIDAY



SCT

SILQYB82

03/07/2009

900

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for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

LENNOXLOVE BOOK FESTIVAL

Proposed Registered Office

(PO Box numbers only, are not acceptable)

40 STONEHILL SALT PR, HADDINGTON HOSK

JB SIDE CATE

Post town

HADDINGTON

County / Region

EAST Lothian

Postcode

E14 1 4BJ

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

☐

Agent's Name

SCOTT'S COMPANY FORMATIONS

Address

5 LOGIE MILL, BEAVERBANK OFFICE PARK,

LOGIE GREEN ROAD

Post town

EDINBURGH

County / Region

MIDLOTHIAN

Postcode

EH7 4HH

Number of continuation sheets attached

☐

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BEAVERBANK OFFICE PARK, LOGIE GREEN ROAD

EDINBURGH, EH7 4HH Tel 0131 556 5800

DX number 550301

DX exchange EDINBURGH - 24

Companies House receipt date barcode

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or

Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

**Company Secretary
Name**

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Consent signature

**Director
Name**

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

*Voluntary details

Consent signature

CS

BRIAN REID LTD.

AD 5 LOGIE MILL, BEAVERBANK OFFICE PARK

Post town LOGIE GREEN ROAD, EDINBURGH

Postcode EH7 4HH Country SCOTLAND

I consent to act as secretary of the company named on page 1

Signed

(Authorised
Signatory)

Date 3/4/2009

CD

STEPHEN GEORGE MABBOTT

AD 5 INVERESK GATE,

Post town INVERESK

Postcode EH21 7TB Country SCOTLAND

DO 17 / 11 / 50 Nationality NA SCOTTISH

OC COMPANY REGISTRATION AGENT

OD NONE

I consent to act as director of the company named on page 1

Signed

(Authorised
Signatory)

Date 3/4/2009

Signature
of agent
on behalf
of all
subscribers

Date 3/4/2009

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE COMPANIES HOUSE
AND NOT HAVING A SHARE CAPITAL **FEE PAID**
EDINBURGH

MEMORANDUM OF ASSOCIATION

of

LENNOXLOVE BOOK FESTIVAL

1. The name of the Company (hereinafter referred to as "the Company") is
LENNOXLOVE BOOK FESTIVAL
2. The Company's registered office is to be situated in Scotland.
3. Each and every clause (including this clause) both of the Memorandum and of the Articles of Association of the Company shall be read and interpreted as if there were embodied therein an over-riding qualification to the effect that no expenditure of income by the Company shall be permitted for the purpose of carrying out any activities which are not wholly charitable within the meaning of Section 505 Income and Corporation Taxes Act 1988 and Section 7 of the Charities and Companies Investment (Scotland) Act 2005, or of any amending act or regulation thereunder (which meaning shall be ascribed to the expression "charitable purpose" wherever used in this Memorandum) and that in all cases in which activities permitted by the objects of the Company are in their nature capable of being exercised for the purposes which are not wholly charitable, the powers contained in the objects of the Company shall be held to limit such activities to those which will not prejudice the charitable status of the Company within the statutory meaning before mentioned, subject to the said over-riding qualifications the objects for which the Company is established are:-

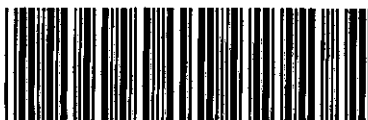
(i) **The Advancement of Education.**

The Advancement of the Arts, Heritage, Culture or Science.

The Advancement of Citizenship or Community Development.

In furtherance of these objects, but not otherwise, the Company shall have the following powers:

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03/07/2009

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COMPANIES HOUSE

- (ii) To promote for the benefit of the public the arts (which for the purposes of this clause shall mean the literary or any other arts provided in each case that they are of recognised cultural, aesthetic or educational value) and to foster, promote and increase public appreciation and knowledge of and to improve public participation and interest in the arts, and in particular the active encouragement and development of public participation and interest in the cultural and social heritage of the East Lothian Region by all and any of the following means, namely: (a) presentation of public readings and any other performances or events calculated to promote any of the arts or to foster, promote or increase public appreciation or knowledge thereof or interest therein at the annual Lennoxlove Book Festival or at other festival in the East Lothian Region of Scotland or at such other place or places as the company through its directors shall from time to time determine, such activities to be for the benefit of the local and general public; (b) the support, encouragement and promotion of authors, writers and practitioners of any of the arts by providing them with opportunities to perform and display their talents at the said Lennoxlove Book Festival or at such other place or places as the company through its directors shall from time to time determine; (c) the establishment and promotion of international, national and regional exchanges of ideas and information in relation to the arts, the dissemination of the useful products thereof and the establishment and maintenance of such local, national and international links with other bodies, institutions and companies as may assist in the achievement of the foregoing. This will be effected by the promotion of education and especially appreciation and understanding of the arts, by lectures, demonstrations, performances, displays and otherwise in theatres, community centres, schools and in any other suitable venues.
- (iii) (a) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (b) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (c) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property rights of the Company.
- (d) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(e) To lend and advance money or give credit with or without security to any person, firm or Company, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan.

(f) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, Standard Security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), and also by a similar mortgage, charge, Standard Security, lien or Security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(g) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(h) To apply for, promote, and obtain any Private Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(i) To enter into any arrangements with any Government or Authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or Authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.

(j) To receive, allocate and administer subscriptions, donations, grants, contributions, gifts or bequests made available to the Company for any or all of its objects, whether from public funds or from private sources under the terms and conditions referable to such subscriptions, donations, grants, contributions, gifts or bequests and generally to manage, invest and expend all monies belonging to the Company.

(k) To enter into agreements with any companies, associations or societies, funding bodies, broadcasters, professional organisations and other sponsors to provide goods and services in connection with the Company's activities.

(l) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other Company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations, or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(m) To control, manage, finance, any Company or Companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such Company or Companies and to make payments and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such Company or Companies.

(n) To promote any other Company for the purpose of acquiring the whole or any part of the property or undertaking or any of the liabilities of the Company, or of undertaking any operations which may appear likely to assist or benefit the Company or to enhance the value of any property of the Company, and to subscribe for, or otherwise acquire all or any part of the shares or securities of any such Company as aforesaid.

(o) To sell or otherwise dispose of the whole or any part of the property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any Company purchasing the same.

(p) To take on lease theatres, concert halls, cinemas, studios, halls, marquees, and all other premises suitable for the Company's presentations, productions or workshops and to enter into all necessary agreements for this purpose.

(q) To provide and arrange facilities for travel, accommodation and catering for authors, lecturers and any other persons assisting in the promotion of the objects of the Company.

(r) To act as agents or brokers and as trustees for any person, firm or Company.

(s) To employ and remunerate any person, firm or Company rendering services to the Company.

(t) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or Company to pay the same.

(u) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Company and to solicit and accept subscriptions and donations of any kind and bequests for any of the purposes of the Company.

(v) To grant or make provision for pensions, life assurance, health and retirement benefit to or for employees or former employees and to the widows, widowers, children and other dependants of deceased employees and to pay or subscribe to funds or schemes for the provisions of such pensions and other benefits for such persons.

(w) To establish and support or aid in the establishment and support of any Charitable Company, Association or Institution and to donate, subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.

(x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(y) To do all such other things as may be incidental or conducive to the attainment of the Company's objects or any of them.

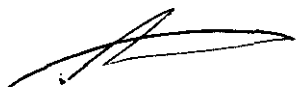
PROVIDED that the objects of the Company shall not extend to the regulation of relations between workers and employees or organisations of workers and organisations of employees.

- 4. The liability of the members is limited.**
- 5. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member for payment of the Company's debts and liabilities contracted before he ceases to be a member and of the cost, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.**

WE, the subscribers to this, Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

**Names, Addresses and Descriptions
of Subscribers**

**STEPHEN MABBOTT LTD.
14 MITCHELL LANE
GLASGOW
G1 3NU**



(Authorised Signatory)

**BRIAN REID LTD.
5 LOGIE MILL
BEAVERBANK OFFICE PARK
LOGIE GREEN ROAD
EDINBURGH
EH7 4HH**

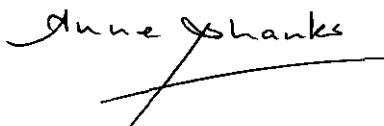


(Authorised Signatory)

DATED the *2nd July 2009*

Witness to the above Signatures:-

**ANNE SHANKS
5 LOGIE MILL
BEAVERBANK OFFICE PARK
LOGIE GREEN ROAD
EDINBURGH
EH7 4HH**



Company Registration Agent

THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
of

LENNOXLOVE BOOK FESTIVAL

PRELIMINARY

1. (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

(b) In these Articles the expressions "the 1985 Act" means the Companies Act 1985 and "the 2006 Act" means the Companies Act 2006 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision which is in force at that time.

(c) Regulations 2 to 35 inclusive, 54, 55, 57, 59, 82, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Company.

(d) The words "or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary" shall be omitted from regulation 87 of Table A.

(e) In regulation 1 of Table A the definition of "the holder" shall be omitted.

MEMBERS

2. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company. No person shall be admitted a Member of the Company unless he is approved unanimously by the Directors. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors require executed by him.

3. Subject to the provisions of any rules or by-laws made pursuant to Article 22 a Member may at any time withdraw from the Company giving at least seven clear days' notice to the Company. A Member shall cease to be a Member if he is removed from Membership by a resolution of the Directors passed by three-quarters or more of the votes cast at a meeting specially convened to consider such resolution at which he shall have been given a reasonable opportunity of attending and being heard. Membership shall not be transferable and shall cease on death.

NOTICE OF GENERAL MEETING

4. In Regulation 38 of Table A:-

(a) In paragraph (b) the words "of the total voting rights at the meeting of all the Members" shall be substituted for "in nominal value of the shares giving that right" and

(b) The words "The notice shall be given to all the Members and to the Directors and Auditors" shall be substituted for the last sentence.

(c) The following shall be added after the words "shall specify the meeting as such":-
"Provided that the notice shall contain particulars of any Directors who are to retire by rotation or otherwise at the meeting and of any persons who are to be proposed for appointment or re-appointment as Directors at the meeting".

PROCEEDINGS AT GENERAL MEETINGS

5. (a) The quorum for the transactions of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be three.

(b) If a quorum is not present within half an hour from the time appointed for a meeting, or if during a meeting such a quorum ceases to be present, the meeting if convened on the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.

(c) Regulation 41 of Table A shall not apply to the Company.

6. The words "and at any separate meeting of the holders of any class of shares in the Company" shall be omitted from Regulation 44 of Table A.

7. In Regulation 45 of Table A the second and third sentences shall be omitted and the following words substituted therefor:-

"When a meeting is adjourned for twenty-one days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting. The provisions of Regulation 38 of Table A (as amended by these Articles) with respect to the notice to be given of the business to be conducted at a meeting shall apply to such notice of an adjourned meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting".

8. Paragraph (d) of Regulation 46 of Table A shall be omitted.

VOTES OF MEMBERS

9. On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

APPOINTMENT OF DIRECTORS

10. (a) The maximum number and minimum number respectively of the Directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be three.
- (b) Regulation 64 of Table A shall not apply to the Company.
11. Regulations 65 to 69 inclusive of Table A (alternate Directors) shall not apply to the Company. The Regulations of Table A which apply to the Company shall be construed as if reference to alternate Directors were omitted therefrom.
12. Regulation 73 of Table A shall be amended by the addition thereto of the following:-
- "Provided however that in event of default in holding the first or any subsequent annual general meeting the Directors who were due to retire from office at such meeting shall continue in office until such meeting is duly held, when the provisions of these Articles with respect to retiral shall take effect as if such meeting had taken place timeously".
13. (a) The Words "stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Company's Register of Directors" shall be omitted from Regulation 76 of Table A.
- (b) The second sentence of Regulation 77 of Table A shall be omitted.

DISQUALIFICATION OF DIRECTORS

14. Without prejudice to Regulation 81 of Table A the office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs.

DIRECTORS EXPENSES

15. The words "of any class of shares or" shall be omitted from Regulation 83 of Table A.

PROCEEDINGS OF DIRECTORS

16. In paragraph (c) of Regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

MINUTES

17. The words "of the holders of any class of shares in the Company" shall be omitted from Regulation 100 of Table A.

NOTICES

18. The second sentence of Regulation 112 of Table A shall be omitted.
19. The words "or of the holders of any class of shares in the Company" shall be omitted from Regulation 113 of Table A.

THE SEAL

20. (a) The Company may have a seal if it so wishes. Insofar as the Company has a seal it shall only be used with the consent of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is to be affixed and unless otherwise so determined it shall be signed by a Director and also by the Company Secretary or by a second Director.

(b) Clause 101 of Table A shall not apply to the Company.

(c) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors.

INDEMNITY

21. (a) Every director or other officer or auditor of the Company shall be indemnified (to the extent permitted by section 310 of the 1985 Act (for so long as it is in force) and sections 232, 234, 235, 532 and 533 of the 2006 Act) out of the assets of the Company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Companies Acts), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of Company in relation to the affairs of the Company.

(b) The Company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the Company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the 2006 Act (negligence etc. of a director).

RULES OR BY-LAWS

22. (a) The Directors may from time to time make such rules or bylaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing they may by such rules or bylaws regulate:-

(i) The admission and classification of Members of the Company and the rights and privileges of such Members and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members.

(ii) The conduct of Members of the Company in relation to one another and to the employees of the Company.

(iii) The setting aside of the whole or any part or parts of the premises of the Company at any particular time or times or for any particular purpose or purposes.

(iv) The procedure at General Meetings and Meetings of the Directors and Committees of the Directors in so far as such procedure is not regulated by these presents.

(v) And generally all such matters as are commonly the subject matter of rules or bylaws of a Company formed for the purposes of the Company.

(b) The Company in General Meeting shall have the power to alter or repeal the rules or bylaws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such rules or bylaws which so long as they shall be in force shall be binding on all Members of the Company; provided nevertheless that no rule or bylaw shall be inconsistent with or shall affect or repeal anything contained in the Memorandum and Articles of Association of the Company.

COMPANY NOT FORMED FOR PROFIT

23. (a) The profits or other income of the Company shall be applied in promoting its objects.

(b) No distribution shall be made by way of dividend to the members of the Company.

(c) If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some Charitable Institution having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Articles 23(a) and (b) respectively hereof, such Institution or Institutions to be determined by the Members of the Company at or before the time of dissolution and insofar, as effect cannot be given to such provision then to some other charitable objects.

Nothing herein shall prevent any payment in good faith by the Company:-

- (i) Of reasonable and proper remuneration to any member, officer or employee of the Company (including the Secretary) for any services rendered to the Company.**
- (ii) Of reasonable and proper consideration for the purchase by the Company of any property, asset or interest herein from any member, Director, or employee of the Company.**
- (iii) Of interest on money lent by any member, Director, or employee of the Company at a reasonable and proper rate per annum.**
- (iv) Of reasonable and proper rent or other periodic payment for property let or occupied by the Company to any member, Director or employee of the Company, or**
- (v) to any Director of reasonable out-of-pocket expenses.**

Names, Addresses and Descriptions of Subscribers

**STEPHEN MABBOTT LTD.
14 MITCHELL LANE
GLASGOW
G1 3NU**



(Authorised Signatory)

**BRIAN REID LTD.
5 LOGIE MILL
BEAVERBANK OFFICE PARK
LOGIE GREEN ROAD
EDINBURGH
EH7 4HH**

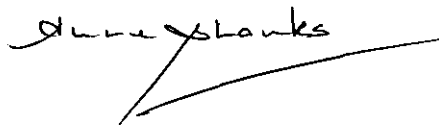


(Authorised Signatory)

DATED the *24 July 2009*

Witness to the above Signatures:-

**ANNE SHANKS
5 LOGIE MILL
BEAVERBANK OFFICE PARK
LOGIE GREEN ROAD
EDINBURGH
EH7 4HH**



Company Registration Agent