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ARTICLES OF ASSOCIATION

MEMORANDUM OF ASSOCIATION

Current as at 3rd December 1997
Leo Woodward.

ARTICLES OF ASSOCIATION
of
STARLIGHT COMMUNITY PTY LTD

PRELIMINARY

1. The regulations contained in or ancillary to Corporations Law shall apply to the Starlight Community Pty Ltd (hereafter called the Company) in so far as they are varied or excluded hereby, and in addition thereto the following shall be the regulations of the Company.

PROPRIETARY COMPANY

2. The Company shall be a Proprietary Company and accordingly the following provisions shall have effect:
 - (a) The Company shall not offer any of its shares or debentures to the public for subscription;
 - (b) The number of members of the company (counting joint holders of shares as one person and not counting any person who is in the employment of the company and persons who, having been formerly in the employment of the Company who was and thereafter continued to be a member of the Company) shall not at any time exceed fifty;
 - (c) The Company shall not make any invitation to the public to deposit moneys with the Company for fixed periods or payable at call whether bearing or not bearing interest;
 - (d) The right to transfer shares in the Company shall be restricted in the manner hereinafter provided.

ALLOTMENT OF SHARES

3. Save as herein otherwise provided, the shares shall be under the control of the directors who may allot the same to such persons and on such terms and conditions and at such times as they think fit with the approval of two thirds of shareholders.
4. The shares in the capital of the Company shall be divided into three hundred and twenty (320) equal shares.
5. Without prejudice to any special rights subsequently conferred on the holders of existing shares, but subject to Corporations Law, shares in the Company may be issued by the directors with such preferred, deferred or other special rights or such restrictions (whether in regard to voting, land use or otherwise) as the directors determine subject to a resolution being passed by two thirds of shareholders.

6. Shares shall confer on the holders thereof the following rights, privileges and conditions:
 - (a) Shares have attached thereto the right of voting at general meetings of the Company;
 - (b) Notwithstanding the number of shares a member shall hold, such a shareholder shall be entitled to only one vote;
 - (c) Shares have attached thereto a specially designated house site which the designated shareholder(s) has (have) exclusive rights of occupancy; during the currency of the shareholder licence with the Company;
 - (d) House site numbers are to be noted on share certificates;
 - (e) The holder(s) of a share certificate shall have during the period of holding, the right to use the particular designated area attached to such shares as the particular shareholder(s) see fit provided always that such use is not in contravention with the objectives of the Company;
 - (f) It shall be the responsibility of the shareholder(s) to ensure that any land use made in such an area of Company land is in accord with the law of the land;
 - (g) Shareholders are required to enter into a license with the Company and to agree to contribute to the Company any amounts of money as are from time to time determined by a two thirds majority of shareholders for the purpose of enabling the Company to pay for taxes, rates, accounting, legal and other fees, and other such expenditure incidental to administration, maintenance and improvement of the Company's property;
 - (h) There shall be set aside by the Company an area of land to be known as the common property which is for the use of all members, and on which structures and amenities may be built for the benefit of all members. Shareholders shall have in common with the other members, the right to use the common property of the Company and to enjoy the facilities and amenities provided for communal use on such terms, conditions and regulations determined by resolution of the members from time to time;
 - (i) Ownership of all improvements on licensed shareholding is vested in the shareholder and not the Company.
7. Each shareholder shall be entitled without payment to one certificate of each shareholding that is registered in his or her name. Each certificate shall specify the number and the denoting numbers of the shares in respect of which it is issued and the house site number. The share purchaser shall pay stamp duty payable on the certificate.
8. The Company shall be entitled to treat the person(s) whose name(s) appear on the Register of members in respect of any shares as the absolute owner thereof and shall not be under any obligations to recognise any trust or equity or share whether or not it shall have express or other notice thereof.
9. Any member who has not supplied the Company with a registered address for the purpose of giving notices shall not be entitled to receive any notices from the Company and shall not be counted for voting purposes.

SHARE TRANSFER

10.

- (a) It shall be a condition of the registration of any transfer of shares that the purchaser enter into a Licence with the Company;
- (b) The holder must notify the other members of the Company of the intention to sell the shares and of the price at which they are being sold. Such notice shall be deemed to have been given from the time it is posted on the Company noticeboard by the Company;
- (c) A period of 28 days must then elapse before any transfer of shares can take place;
- (d) No transfer will be completed until all monies owing to the Company on those shares have been paid in full plus interest at a rate to be determined by the Company;
- (e) A shareholding may not be subdivided;
- (f) All share transfers must be approved by a two thirds majority of shareholders resident in the community notwithstanding that buyer may be an existing shareholder;
- (g) New members must meet all resident shareholders prior to the final transfer of shares and prospective shareholders must satisfy the Company Secretary that they have met all existing resident shareholders;
- (h) All disputes regarding the new shareholders must be settled by a two thirds majority vote at a general meeting of the Company;
- (i) The directors may decline to register any proposed transfer of shares without assigning any reason for such refusal and may also decline to register any transfer of shares upon which the Company has a lien;
- (j) A transfer of shares shall not be registered unless a proper instrument of transfer has been delivered to the Company. The instrument of transfer of any shares shall be signed by both the transferor and transferee and the transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the Register in respect thereof;
- (k) Shareholders shall not introduce cats and dogs.

11. The lien conferred by Clause 12 of Table 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 or she shall be the sole registered holder thereof or shall be one of two or more joint holders.

12. If all arrears are not paid in full within a 12 month period, the Company has the right to recover the debt by the sale of the shares whereby moneys gained from the sale are given to the indebted shareholder less the original debt plus expenses of the sale, interest and commission of two and a half percent (2.5%) payable to the Company.

MEETING PROCEDURES

13. Directors are to meet at a duly convened meeting (called a general meeting) at least four (4) times a year.

14. Any policy decision made by Directors must be accompanied by a two thirds majority vote of all shareholders.

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15. Any shareholder may convene a general meeting by notifying the Company Secretary and posting a notice to the effect on the community noticeboard providing for at least twenty-one (21) days prior notice of the meeting.
16. A notice of a general meeting shall specify the place, day and time of the meeting and shall state the general nature of the business of the meeting.
17. Minutes shall be distributed to all shareholders.
18. There must be a minimum of votes and proxies totalling eleven for a general meeting to pass resolutions or act upon decisions made.
19. The Annual General Meeting shall be held in or around October every year.
20. The Company Secretary and a minimum of three (3) Directors are to be elected annually at the time of the Annual General Meeting.
21. The Company Secretary's position may be split into two positions; Secretary and Treasurer.
22. There must be a minimum of 15 votes to form a quorum at an Annual General Meeting.
23. Issues which require voting may be determined to two thirds majority vote to be either "social issues" or "Company business". For issues deemed to be social issues there is one vote per person for all present; for issues deemed to be Company business where co-shareholders disagree the vote may be split. Half votes only are allowed.
24. People wanting to smoke must do so outside if a meeting is in a confined space.
25. A resolution in writing signed by all shareholders of the Company entitled to vote, and consisting of either one document or of separate copies circulated for the purpose, shall be as valid and effectual as if it had been passed as a special or ordinary resolution as the case may be at a duly convened and constituted meeting.

DIRECTORS

26. On the transfer, for any reason whatsoever, of the member's shares, that member shall cease to be a director of the Company.
27. The office of director shall ipso facto be vacated if that person resigns from the office in writing to the Company or if he or she is prohibited from being a director by reason of any order made under the Companies Act.

28. Directors may not raise or borrow sums of money using the Company land as security for the purpose of either the Company's business or for private business.
- (a) A shareholder must notify the Company at a duly convened meeting of their intention to borrow against shares and the amount of the encumbrance;
 - (b) The meeting must agree to the encumbrance.
29. A director shall no longer fulfil that office if:
- (a) He or she becomes bankrupt or compound with creditors;
 - (b) He or she becomes a mentally sick person;
 - (c) He or she absents him or herself from meetings for a period of six (6) months without special leave of absence.
30. The first directors of Starlight Community Pty Ltd shall be Kenneth Pilgrim and Gregory Searle.

GENERAL

31. Any shareholder shall have the right to inspect the accounting records and any other documents of the Company upon request. No person other than a shareholder shall have the right to inspect Company records except as provided by law or authorised by the Directors of the Company in general meeting.
32. The surveyed plan attached, Annex A, shall be the registered plan of shareholdings with house sites denoted by numbers corresponding to share certificates.

INDEMNITY

33. No director, secretary or any other officer of the Company, acting in good faith and within the scope of his or her duties or what he or she believe to be the scope of his or her duties, shall be liable for any loss damage or misfortune which may occur whether the same be occasioned by any mistake, error, oversight or omission on his or her part.

WINDING UP

34. In a winding up any part of assets of the Company including any shares in or securities of other companies may with the sanction of a special resolution of the company be divided among the members of the company in specie or may be vested in trusteeship for the benefit of such members, and the liquidation of the Company be closed and the Company dissolved but so that no member shall be compelled to accept any shares whereon there is a liability.