

FILE COPY



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

Company Number **541313**

The Registrar of Companies for Scotland, hereby certifies that

COUL LINKS LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in Scotland

Given at Companies House, Edinburgh, on **28th July 2016**



* NSC5413138 *



Companies House



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



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **27/07/2016**

X5C3NQ8H

Company Name in full:

COUL LINKS LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

Scotland

Proposed Registered Office Address:

**28 QUEENSGATE
INVERNESS
SCOTLAND IV1 1DJ**

Sic Codes:

68209

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **MR TODD EVAN**

Surname: **WARNOCK**

Service Address: **recorded as Company's registered office**

Country/State Usually **USA**

Resident:

Date of Birth: ****/10/1960**

Nationality: **AMERICAN**

Occupation: **INVESTOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type: **Person**

Full Forename(s): **MR MICHAEL**

Surname: **KEISER**

Former Names:

Service Address: **recorded as Company's registered office**

Country/State Usually **USA**

Resident:

Date of Birth: ****/05/1945**

Nationality: **AMERICAN**

Occupation: **GOLF RESORT
OWNER**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	100
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<i>Prescribed particulars</i>			

**EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING,
DIVIDENDS AND DISTRIBUTIONS.**

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	100
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

<i>Name:</i>	COUL LINKS HOLDING COMPANY LLC	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	CORPORATION TRUST CENTRE 1209 ORANGE STREET WILMINGTON DELAWARE 19801 USA	<i>Number of shares:</i>	100
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	0.01
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	100

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Relevant Legal Entity (RLE) details

Company Name: **COUL LINKS HOLDING COMPANY LLC**

Service Address: **CORPORATION TRUST CENTRE 1209 ORANGE STREET
WILMINGTON
DELAWARE 19801
USA**

Legal Form: **US LAW**

Governing Law: **LIMITED LIABILITY COMPANY**

<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) hold, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) hold, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.
<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the company.
<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) hold, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) hold, directly or indirectly, 75% or more of the voting rights in the company.

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

memorandum delivered by an agent for the subscriber(s): **YES**

Agent's Name: **MACLEOD AND MACCALLUM LIMITED**

Agent's Address: **28 QUEENSGATE
INVERNESS
SCOTLAND**

Authorisation

Authoriser Designation: **agent** *Authenticated* **YES**

Agent's Name: **MACLEOD AND MACCALLUM LIMITED**

Agent's Address: **28 QUEENSGATE
INVERNESS
SCOTLAND**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of COUL LINKS LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication
COUL LINKS HOLDING COMPANY LLC	Authenticated Electronically

Dated: 27/07/2016