

FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7338963

The Registrar of Companies for England and Wales, hereby certifies that

TWILIGHT GEMS LIMITED

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

Given at Companies House on 6th August 2010



N07338963Q





In accordance with
Section 9 of the
Companies Act 2000

Application to register a company

A fee is payable with this form Please see 'How to pay' on the last page

/ What this form is for You may use this form to register a private or public company

X What this form is NOT for You cannot use this form to reg a limited liability partnership To this, please use form LL IN01

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A15 02/08/2010

COMPANIES HOUSE

*AYIP9MUA" 26/07/2010 **COMPANIES HOUSE**

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Company details Part 1

→ Filling in this form Please complete in typescript or in bold black capitals.

		All fields are mandatory unless specified or indicated by *				
A1	Company details					
	Please show the proposed company name below	Ouplicate names Duplicate names are not permitted A list of registered names can be found on our website. There are various rules				
Proposed company name in full •	Twilight Gems Limited					
		that may affect your choice of name More information is available at				
For official use		www.companieshouse.gov.uk				
A2	Company name restrictions o					
	Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been	Ocompany name restrictions A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website www.companieshouse.gov.uk				
	sought of a government department or other specified body and I attach a copy of their response	1 .				
А3	Exemption from name ending with 'Limited' or 'Cyfyngedig' $_{f \Theta}$					
	Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative	O Name ending exemption Only private companies that are limited by guarantee and meet other				
	I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative	specific requirements are eligible to apply for this For more details, please go to our website www.companieshouse.gov.uk				
A4	Company type [©]					
_	Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)	O Company type If you are unsure of your company's type, please go to our website				
	Public limited by shares	www.companieshouse.gov.uk				
	Private limited by shares					
	Private limited by guarantee					
	Private unlimited with share capital					
	Private unlimited without share capital	i				

IN01 Application to register a company **A5** Situation of registered office o • Registered office Please tick the appropriate box below that describes the situation of the Every company must have a proposed registered office (only one box must be ticked) registered office and this is the **England and Wales** ✓ address to which the Registrar will Wales send correspondence Scotland For England and Wales companies, Northern Ireland the address must be in England or For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively **A6** Registered office address @ Registered office address Please give the registered office address of your company You must ensure that the address 46 Building name/number shown in this section is consistent with the situation indicated in Street Knightlands Road section A5 You must provide an address in England or Wales for companies to Post town Irthlingborough be registered in England and Wales You must provide an address in County/Region Northamptonshire Wales, Scotland or Northern Ireland for companies to be registered in Postcode Wales, Scotland or Northern Ireland respectively **A7** Articles of association o Please choose one option only and tick one box only • For details of which company type can adopt which model articles, I wish to adopt one of the following model articles in its entirety. Please tick Option 1 please go to our website only one box www.companieshouse.gov.uk Private limited by shares \square Private limited by guarantee Public company Option 2 I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box Private limited by shares Private limited by guarantee Public company Option 3 I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application

Restricted company articles ©

Please tick the box below if the company's articles are restricted

CHFP000 05/10 Version 4 0

• Restricted company articles Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www.companieshouse.gov.uk

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1

Secretary

B1	Secretary appointments •	
	Please use this section to list all the secretary appointments taken on formation For a corporate secretary, complete Sections C1-C5	• Corporate appointments For corporate secretary appointments, please complete
litle*		section C1 C5 instead of section B
ull forename(s)		Additional appointments
urname		If you wish to appoint more than one secretary, please use
former name(s) 🛮		the 'Secretary appointments' continuation page
		Please provide any previous names which have been used for business purposes in the last 20 years Marned women do not need to give former names unless previously use for business purposes
В2	Secretary's service address ®	
Building name/number		Service address
Street		This is the address that will appear on the public record. This does not have to be your usual residential address.
Post town		Please state 'The Company's Registered Office' if your service
County/Region		address will be recorded in the proposed company's register
Postcode		of secretaries as the company's registered office
Country		if you provide your residential address here it will appear on the public record
В3	Signature ø	
	I consent to act as secretary of the proposed company named in Section A1	⊙ Signature
	Signature	The person named above consents to act as secretary of the proposed
- ,	X	company

Application to register a company

Corporate secretary

C1	Corporate secretary appointments •			
	Please use this section to list all the corporate secretary appointments taken on formation	Additional appointments If you wish to appoint more than one corporate secretary, please use the		
Name of corporate body/firm		'Corporate secretary appointments' continuation page Registered or principal address		
Building name/number		This is the address that will appear on the public record This address		
Street		must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or		
Post town		LP (Legal Post in Scotland) number		
County/Region				
Postcode				
Country				
C2	Location of the registry of the corporate body or firm			
	Is the corporate secretary registered within the European Economic Area (EEA)?			
	 → Yes Complete Section C3 only → No Complete Section C4 only 			
C3	EEA companies [®]			
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	● EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk		
Where the company/ firm is registered ●		This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)		
Registration number		Directive (day 13 mercy		
C4	Non-EEA companies			
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	◆ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered,		
Legal form of the corporate body or firm		you must also provide its number in that register		
Governing law				
If applicable, where the company/firm is registered •				
Registration number				
C5	Signature •			
	I consent to act as secretary of the proposed company named in Section A1	© Signature		
Signature	Signature X	The person named above consents to act as corporate secretary of the proposed company		

Application to register a company

Director

D1	Director appointments •					
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	Appointments Private companies must appoint at least one director who is an				
Title*	Mrs	individual Public companies must appoint at least two directors, one of				
Full forename(s)	Patricia Ann	which must be an individual				
Surname	Jackson	❷ Former name(s) Please provide any previous names				
Former name(s)		which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used				
Country/State of residence Output Tesidence Tesid	England	for business purposes Country/State of residence				
Nationality	English	This is in respect of your usual residential address as stated in				
Date of birth	^d 2 ^d 5 ^m 1 ^m 0 ^y 1 ^y 9 ^y 5 ^y 2	section D4				
Business occupation (if any) ©		Business occupation If you have a business occupation, please enter here if you do not, please leave blank				
		Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page				
D2	Director's service address Please complete the service address below You must also fill in the director's	⊘ Service address				
	usual residential address in Section D4	This is the address that will appear on the public record. This does not				
Building name/number	The Company's Registered Office	have to be your usual residential address				
Street		Please state 'The Company's Registered Office' if your service address will be recorded in the				
Post town		proposed company's register of directors as the company's registered				
County/Region		office				
Postcode		If you provide your residential address here it will appear on the				
Country		public record				
D3	Signature ^O					
	I consent to act as director of the proposed company named in Section A1	O Signature The person named above consents				
Signature	X X	to act as director of the proposed company				
	I .	1				

Application to register a company

Director

D1	Director appointments •					
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	Appointments Private companies must appoint at least one director who is an				
Title*	Mrs	individual Public companies must appoint at least two directors, one of				
Full forename(s)	Caroline	which must be an individual				
Surname	Jackson	Please provide any previous names				
Former name(s) •		which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used				
Country/State of residence •	England	for business purposes				
Nationality	English	Country/State of residence This is in respect of your usual				
Date of birth	d 0 d 3 d 5 d 7 1 d 9 d 7 d 7 d 7 d 7 d 7 d 7 d 7 d 7 d 7	residential address as stated in Section D4				
Business occupation (if any) •		Business occupation If you have a business occupation, please enter here If you do not, please leave blank				
		Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page				
D2	Director's service address •					
	Please complete the service address below You must also fill in the director's usual residential address in Section D4	Service address This is the address that will appear				
Building name/number	The Company's Registered Office	on the public record. This does not have to be your usual residential.				
Street		address Please state 'The Company's Registered Office' if your service				
Post town		address will be recorded in the proposed company's register of				
County/Region		directors as the company's registered office.				
Postcode		If you provide your residential				
Country		address here it will appear on the public record				
D3	Signature [©]					
	I consent to act as director of the proposed company named in Section A1	O Signature				
		The person named above consents				
Signature	X Gackson X	to act as director of the proposed company				

Application to register a company

Corporate director

E1	Corporate director appointments •						
	Please use this section to list all the corporate directors taken on formation	Additional appointments					
Name of corporate body or firm		If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page					
Building name/number		Registered or principal address					
Street		This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be					
Post town		a PO box number (unless contained within a full address), DX number or					
County/Region		LP (Legal Post in Scotland) number					
Postcode							
Country							
E2	Location of the registry of the corporate body or firm						
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only						
E3	EEA companies ®						
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	● EEA A full list of countries of the EEA can be found in our quidance					
Where the company/ firm is registered ©		www.companieshouse.gov.uk					
		This is the register mentioned in Article 3 of the First Company Law					
Registration number		Directive (68/151/EEC)					
E4	Non-EEA companies						
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	© Non-EEA Where you have provided details of the register (including state) where the company or firm is registered,					
Legal form of the corporate body or firm		you must also provide its number in that register					
Governing law							
If applicable, where the company/firm is registered •							
If applicable, the registration number							
E 5	Signature [©]						
	I consent to act as director of the proposed company named in Section A1	⊙ Signature					
Signature	Signature X	The person named above consents to act as corporate director of the proposed company					

Part 3	Statement	of capital				-
	Does your company	have share capital?				
		olete the sections below				
	→ No Go to	Part 4 (Statement of	guarantee)			
F1	Share capıtal in	pound sterling (£)	1			
Please complete the ta	ble below to show eal	ach class of shares held omplete Section F1 and	in pound sterling d then go to Section F4			
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share •	Amount (if any) unpaid on each share ①	Number of share	es 😯	Aggregate nominal value 🕄
-						£
						f
						£
	·					£
	• ,		Totals			£
F2	Share capital in	other currencies				
Please complete the ta Please complete a sepa		ny class of shares held in	other currencies			· · · · · · · · · · · · · · · · · · ·
Currency						
Class of shares (E.g. Ordinary/Preference etc.)		Amount paid up on each share 0	Amount (if any) unpaid on each share • Number of sha		es 🛭	Aggregate nominal value
			Totals			
Currency						
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share •	Amount (if any) unpaid on each share	Number of shar	es 🛭	Aggregate nominal value 3
			Totals			
F3	Totals					
	Please give the total number of shares and total aggregate nominal value of issued share capital One Total aggregate nominal Please list total aggregate value of issued share capital.					st total aggregate values in
Total number of shares				1.0		currencies separately For £100 + €100 + \$10 etc
Total aggregate nominal value ⊕						
• Including both the noming share premium • Total number of issued s	•	Number of shares issued nominal value of each sh	are Plea	ntinuation Page ase use a Statem e if necessary		al continuation

F4	Statement of capital (Prescribed particulars of rights attached to shares)	
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2	OPrescribed particulars of rights attached to shares
Class of share		a particulars of any voting rights,
Class of share Prescribed particulars		The particulars are
		<u> </u>

Class of share	• Prescribed particulars of rights
Prescribed particulars	attached to shares
Class of share Prescribed particulars	The particulars of rights attached to shares The particulars of any voting rights, including rights that anse only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary
!	

Application to register a company

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Initial shareholdings

This section should only be completed by companies incorporating with share capital Please complete the details below for each subscriber

The addresses will appear on the public record These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

	Subscribers usual residential address					,		
Subscriber's details		Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid	
Name								
Address								
Name					<u> </u>			
Address								
				· · · · · · · · · · · · · · · · · · ·				
Name								
Address								
				<u> </u>				
		[
Name			<u> </u>					
			:			:		
Address						<u>' </u>		
						!		
		-						
Name								
Address				<u> </u>		[
		<u> </u>	•		[<u> </u>		
<u> </u>		L	1	l	<u> </u>	<u> </u>	L	

Part 4 Statement of guarantee Is your company limited by guarantee? → Yes Complete the sections below → No Go to Part 5 (Statement of compliance) G1 Subscribers Please complete this section if you are a subscriber of a company limited by • Name guarantee The following statement is being made by each and every person Please use capital letters named below Address The addresses in this section will appear on the public record. They do I confirm that if the company is wound up while I am a member, or within not have to be the subscribers' usual one year after I cease to be a member, I will contribute to the assets of the residential address company by such amount as may be required for **O** Amount guaranteed payment of debts and liabilities of the company contracted before I Any valid currency is permitted cease to be a member, Continuation pages payment of costs, charges and expenses of winding up, and, Please use a 'Subscribers' adjustment of the rights of the contributors among ourselves, continuation page if necessary not exceeding the specified amount below Subscriber's details Patricia Forename(s) • Surname 9 Jackson 46 Knightlands Road Address @ **Irthlingborough** Postcode 9 5 S U $N \mid N$ Amount guaranteed 6 £100 00 Subscriber's details Forename(s) • Caroline Jackson Surname • 25 Maple Wood Address @ Rushden Ν Ν Postcode Amount guaranteed 9 £100 00 Subscriber's details Forename(s) • Surname • Address @ **Postcode**

IN01

Amount guaranteed €

Application to register a company

	Subscriber's details	
Forename(s) •	Janstinet 3 details	Name Please use capital letters.
Surname •		2 Address
		The addresses in this section will appear on the public record They do
Address 2		not have to be the subscribers' usual residential address
Postcode		Amount guaranteed Any valid currency is permitted
Amount guaranteed O		Continuation pages Please use a 'Subscribers'
	Subscriber's details	continuation page if necessary
Forename(s) •		
Surname •		
Address 🛛		
Postcode		
Amount guaranteed		
	Subscriber's details	
Forename(s) •		
Surname •		
Address 2		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname •		•
Address 🛛		
Postcode		
Amount guaranteed •		
	Subscriber's details	
Forename(s) •		
Surname •		
Address @		
Postcode		
Amount guaranteed •		
J	ı	
		1

Part 5 Statement of compliance This section must be completed by all companies Is the application by an agent on behalf of all the subscribers? → No Go to Section H1 (Statement of compliance delivered by the subscribers) → Yes Go to Section H2 (Statement of compliance delivered by an agent) H1 Statement of compliance delivered by the subscribers • Statement of compliance Please complete this section if the application is not delivered by an agent delivered by the subscribers for the subscribers of the memorandum of association Every subscriber to the memorandum of association must sign the statement of compliance I confirm that the requirements of the Companies Act 2006 as to registration have been complied with Subscriber's signature X X Subscriber's signature X X

Application to register a company Subscriber's signature Continuation pages Please use a 'Statement of X compliance delivered by the subscribers' continuation page if more subscribers need to sign Subscriber's signature X X Subscriber's signature X X Subscriber's signature X X H2 Statement of compliance delivered by an agent Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association Agent's name Building name/number Street Post town County/Region Postcode Country I confirm that the requirements of the Companies Act 2006 as to registration have been complied with Signature Agent's signature X X

IN01

Presenter information You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record Patricia Jackson Twilight Gems Limited 46 Knightlands Road Irthlingborough County/Region Northamptonshire Ν 9 Ν England 01933 651250 Certificate We will send your certificate to the presenters address (shown above) or if indicated to another address shown below ☐ At the registered office address (Given in Section A6) At the agents address (Given in Section H2) Checklist We may return forms completed incorrectly or with information missing Please make sure you have remembered the following Abou have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent You have used the correct appointment sections Any addresses given must be a physical location They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) The document has been signed, where indicated □ All relevant attachments have been included You have enclosed the Memorandum of Association

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

E How to pay

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

You have enclosed the correct fee

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of [Insert company name] Twught Gens 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

Name of each subscriber

Authentication by each subscriber

CAROLINE JACKSON

PATRICIA JACKSON

Dated 30/07/10