

#### **FILE COPY**

# CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7394260

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

#### SEALEYS 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 England/Wales

Given at Companies House on 1st October 2010



\*N07394260I\*





In accordance with Section 9 of the Companies Act 2006

## **IN01**

## 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 NO You cannot use this fori a limited liability partne this, please use form LI



29/09/2010 COMPANIES HOUSE

#### Part 1 **Company details**

→ 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	• Duplicate names
Proposed company name in full •	SEALEYS LIMITED	Duplicate names are not permitted A list of registered names can be found on our website There are various rules that may affect your choice of name
For official use		More information is available at www.companieshouse gov.uk
A2	Company name restrictions	
	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 sought of a government department or other specified body and I attach a copy of their response	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
A3	Exemption from name ending with 'Limited' or 'Cyfyngedig' o	<u> </u>
	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  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	Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this For more details, please go to our website www.companieshouse.
A4	Company type®	
	Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)  Public limited by shares  Private limited by shares  Private limited by guarantee	O Company type  If you are unsure of your company's type, please go to our website www.companieshouse gov.uk

Private unlimited with share capital Private unlimited without share capital

A5	Situation of registered office •					
	Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)  England and Wales  Wales	• Registered office Every company must have a registered office and this is the address to which the Registrar will send correspondence				
	Scotland Northern Ireland	For England and Wales companies, the address must be in England or Wales				
		For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively				
A6	Registered office address o					
	Please give the registered office address of your company	Registered office address You must ensure that the address				
Building name/number	61	shown in this section is consistent with the situation indicated in				
Street	PELHAM ROAD SOUTH	section A5				
		You must provide an address in England or Wales for companies to				
Post town	GRAVESEND	be registered in England and Wales You must provide an address in				
County/Region	KENT	Wales, Scotland or Northern Ireland				
Postcode	D A 1 2 8 Q S	for companies to be registered in 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				
Option 1	I wish to adopt one of the following model articles in its entirety. Please tick only one box.  Private limited by shares	can adopt which model articles, please go to our website www.companieshouse gov.uk				
	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					
A8	Restricted company articles ©					
	Please tick the box below if the company's articles are restricted	Restricted company articles Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk				

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Application to register a company

## 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	1	
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
Title*		section C1-C5 instead of section B
Full forename(s)		Additional appointments
Surname		If you wish to appoint more than one secretary, please use
Former name(s) 9		the 'Secretary appointments' continuation page
		Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes
B2	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
County/Region		Registered Office' if your service address will be recorded in the
Postcode		proposed company's register of secretaries as the company's registered office
Country		If you provide your residential address here it will appear on the public record
B3	Signature •	
	I consent to act as secretary of the proposed company named in Section A1	<b>O Signature</b> The person named above consents
Signature	Signature X	to act as secretary of the proposed company

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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					
Building name/number		Registered or principal address 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)?						
	<ul> <li>→ Yes Complete Section C3 only</li> <li>→ No Complete Section C4 only</li> </ul>						
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 (OM 15 Trees,					
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							
<b>C</b> 5	Signature 9						
	I consent to act as secretary of the proposed company named in Section A1	<b>⊙</b> Signature					
Signature	Signature X	The person named above consents to act as corporate secretary of the proposed company					
	<u> </u>	<u> </u>					

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*	MR	individual Public companies must appoint at least two directors, one of	
Full forename(s)	TIMOTHY CHARLES	which must be an individual	
Surname	THAKE	• 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    • The state of the state o	ENGLAND	for business purposes  Country/State of residence	
Nationality	BRITISH	This is in respect of your usual residential address as stated in	
Date of birth	d 1 d 2 m 3 y 1 y 9 y 6 y 9	section D4	
Business occupation (if any) •	COMPANY DIRECTOR	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	<b>⊗</b> 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		have to be your usual residential address	
Street	CRUTCHES LANE	Please state 'The Company's	
	HIGHAM	Registered Office' if your service address will be recorded in the	
Post town	ROCHESTER	proposed company's register of directors as the company's registered	
County/Region	KENT	office	
Postcode	M   E   2   3   U   H	If you provide your residential address here it will appear on the	
Country	ENGLAND	public record	
D3	Signature 6		
	I consent to act as director of the proposed company named in Section A1	O Signature The person pared above concepts	
Signature	Signature X	The person named above consents to act as director 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*	MR	individual Public companies must appoint at least two directors, one of				
Full forename(s)	MICHAEL ALAN	which must be an individual				
Surname	SEARS	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	BRITISH	Country/State of residence This is in respect of your usual				
Date of birth	<sup>d</sup> 2 <sup>d</sup> 1 <sup>m</sup> 1 <sup>m</sup> 2 <sup>y</sup> 1 <sup>y</sup> 9 <sup>y</sup> 6 <sup>y</sup> 6	residential address as stated in Section D4				
Business occupation (if any) •	COMPANY DIRECTOR	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				
Duddon monodo och	usual residential address in Section D4	This is the address that will appear on the public record. This does not				
Building name/number Street		have to be your usual residential address				
Sueet	THONG LANE THONG	Please state 'The Company's Registered Office' if your service				
Post town	GRAVESEND	address will be recorded in the				
County/Region	KENT	proposed company's register of directors as the company's registered				
Postcode	D A 1 2 4 A D	office  If you provide your residential				
Country		address here it will appear on the public record				
D3	Signature <sup>©</sup>					
	I consent to act as director of the proposed company named in Section A1	Signature The person named above concents				
Signature	Signature X	The person named above consents 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  If you wish to appoint more than one
Name of corporate body or firm		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 guidance
Where the company/ firm is registered €		www.companieshouse.gov.uk  This is the register mentioned in
Registration number		Article 3 of the First Company Law 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		
E5	Signature <sup>9</sup>	
	I consent to act as director of the proposed company named in Section A1	<b>③</b> Signature
Signature	Signature X	The person named above consents to act as corporate director of the proposed company

Part 3	Statemen	t of capital				<del></del>
[	Does your compa	ny have share capital?				
		mplete the sections belo				
	→ No Go	to Part 4 (Statement	of guarantee)			
F1	Share capital i	n pound sterling (	£)			
		each class of shares he complete Section F1	ld in pound sterling and then go to <b>Section F4</b>		· · <u>-</u>	
Class of shares (E.g. Ordinary/Preference etc	)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of share	es 🛾	Aggregate nominal value 🕄
ORDINARY		£1 00		100		£ 100 00
						£
						£
-						£
			Totals	100		£ 100 00
F2	Share capital i	n other currencies	<u> </u>	·		·
Please complete the ta Please complete a sepa Currency		any class of shares held n currency	d in other currencies			
Class of shares		Amount paid up on	Amount (if any) unpaid	Number of shar	0	Aggregate nominal value 8
(E g Ordinary/Preference etc	)	each share •	on each share •	Number of sital		Aggregate nominal value
		<del> </del>				
		<u>.l.</u>	Totals			
		<del> </del>		<u> </u>		l
Currency						
Class of shares (E g Ordinary/Preference etc	)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of share	es <b>0</b>	Aggregate nominal value ©
			Totals			
F3	Totals					<u></u>
	Please give the total number of shares and total aggregate nominal value of issued share capital  • Total aggrephic Please list to					
Total number of shares	100				ditterer exampl	nt currencies separately For le £100 + €100 + \$10 etc
Total aggregate nominal value 🍑	£100 00					
• Including both the nomir share premium	al value and any	Number of shares issue	share Plea	tinuation Page se use a Statem e if necessary		ital continuation

F4	Statement of capital (Prescribed particulars of rights attached to shares)	
_ <del>_</del>	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Sections F1</b> and <b>F2</b>	• Prescribed particulars of rights attached to shares
Class of share	ORDINARY	The particulars are a particulars of any voting rights,
Prescribed particulars •	All shares issued are non-redeemable and rank equally in terms of  (a) voting rights - one vote for each share, (b) rights to participate in all approved dividend distributions for that class of share, and (c) rights to participate in any capital distribution on winding up  The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine  The rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association	including rights that arise 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 the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

Class of shows	
Class of share  Prescribed particulars	Prescribed particulars of rights attached to shares  The particulars are a particulars of any voting rights, including rights that arise 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					continuation page it necessary		
Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid	
MICHAEL ALAN SEARS	ORDINARY	50	STERLING	1 00		50 00	
Address	<del>-</del> <del></del>	<u> </u>	-				
1 THONG COTTAGES THONG LANE THONG, GRAVESEND KENT DA12 4AD							
Name TIMOTHY CHARLES THAKE	ORDINARY	50	STERLING	1 00		50 00	
Address  CHERRY TREE COTTAGE  CRUTCHES LANE  HIGHAM, ROCHESTER							
KENT ME2 3UH							
Name							
Address							
Name							
Address							
				į			
Name							
Address							
	<del></del>		l		L	<u></u>	

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	<u> </u>
	Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.	Name     Please use capital letters     Address
	I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for	<ul> <li>The addresses in this section will appear on the public record. They do not have to be the subscribers' usua residential address.</li> </ul>
	<ul> <li>payment of debts and liabilities of the company contracted before 1 cease to be a member,</li> </ul>	● Amount guaranteed  Any valid currency is permitted
	<ul> <li>payment of costs, charges and expenses of winding up, and,</li> <li>adjustment of the rights of the contributors among ourselves,</li> <li>not exceeding the specified amount below</li> </ul>	Continuation pages Please use a 'Subscribers' continuation page if necessary
	Subscriber's details	-
Forename(s) •		-
Surname •		-
Address 2		-
		-
Postcode		
Amount guaranteed 9		-
	Subscriber's details	-
Forename(s) •		-
Surname •		-
Address •		-
Postcode		
Amount guaranteed <b>9</b>		
	Subscriber's details	_
Forename(s) •		_
Surname <b>0</b>		_
Address 2		- -
Postcode		
Amount guaranteed 9		-
Amount guaranteeu		

	Subscriber's details	Name     Please use capital letters
Forename(s) •		Please use capital letters  Address
Surname •		The addresses in this section will
Address <b>9</b>		appear on the public record They do not have to be the subscribers' usual residential address
Postcode		Amount guaranteed     Any valid currency is permitted
Amount guaranteed		Continuation pages Please use a 'Subscribers'
	Subscriber's details	continuation page if necessary
Forename(s) •		
Surname •		
Address 2		
Postcode		
<del></del>		
Amount guaranteed		
	Subscriber's details	
Forename(s) •		
Surname •		
Address 2		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname •		
Address @		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname •		
Address •		
Postcode		
Amount guaranteed 9		
-	I	

Application to register a company

#### 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 7/1/1. X X Subscriber's signature X Subscriber's signature X X Subscriber's signature X X Subscriber's signature X X Subscriber's signature Signature X X Subscriber's signature X X Signature Subscriber's signature X

Subscriber's signature Subscriber's signature	X	×	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature 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		_	
itreet		_	
Post town			
County/Region			
Postcode			
Country			
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	-	
Agent's signature	Signature	X	

Application to register a company

## 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 Contact name Company name Address Past town County/Region Postcode Country DX Certificate We will send your certificate to the presenters address (shown above) or if indicated to another address ☐ 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

If the name of the company is the same as one

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

in guidance on our website

You 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

already on the register as permitted by The Company and Business Names (Miscellaneous Provisions)

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

following

number

#### Important information

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

#### 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

alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

This form is available in an

You have enclosed the correct fee

#### COMPANY HAVING A SHARE CAPITAL

#### Memorandum of association of Sealeys 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 by each subscriber

**Timothy Charles Thake** 

Michael Alan Sears

Dated 27/09/2010



A22 29/09/2010 **COMPANIES HOUSE**