

## **FILE COPY**

# CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7601109

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

## THE ACHILL MANAGEMENT SOUTHERN LTD

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 12th April 2011



\*N07601109B\*





62001	3 100 102094 - 50	100001 50 U/
In accordance with Section 9 of the Companies Act 2006	INO1 Application to register a company	Companies House
	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  What this form is NOT for You cannot use this form to re a limited liability partnership	*AOHL1T82* A18 12/04/2011 COMPANIES HOUSE
	this, please use form LL IN01	COMPANIES HOUSE  A03 01/04/2011 105  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	. <u></u>
Proposed company	Please show the proposed company name below	Duplicate names  Duplicate names are not permitted A list of registered names can be found
name in full •	SOUTHERN LTD	on our website. There are various rules 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 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' e	)
	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 Private unlimited with share capital Private unlimited without share capital	General type  If you are unsure of your company's type, please go to our website www.companieshouse gov.uk
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	INO1 Application to register a company	
A5	Situation of registered office o	
	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  Scotland  Northern Ireland	Every company must have a registered office and this is the address to which the Registrar will send correspondence  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 must be in Wales must be in Wales.
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	20	shown in this section is consistent with the situation indicated in
Street	DRY HILL BOAD	section A5  You must provide an address in
Post town	TONB RIDGE	England or Wales for companies to be registered in England and Wales.
County/Region	KENT	You must provide an address in Wales, Scotland or Northern Ireland
Postcode	TONBRIDGE KENT TNG TLX	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.  Private limited by guarantee.  Public company	can adopt which model articles, please go to our website www.companieshouse gov uk
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

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

B1	Secretary appointments •					
Title*	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 section C1-C5 instead of				
Full forename(s)		section B  Additional appointments				
Surname		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 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 This is the address that will appear				
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 o					
	I consent to act as secretary of the proposed company named in Section A1	Signature The person named above consents				
Signature	Signature	to act as secretary of the proposed				
	X	, Company				

Application to register a company

# **Corporate secretary**

Corporate secretary appointments <b>●</b>	
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
	'Corporate secretary, prease use the 'Corporate secretary appointments' continuation page  Registered or principal address
	Registered or principal address This is the address that will appear on the public record This address
	on the public record this address 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
	LP (Legal Post in Scotland) number
	<u> </u>
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>	
EEA companies <sup>©</sup>	
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
	This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Directive (00/15/1/EEC)
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,
	you must also provide its number in that register
Signature 9	
I consent to act as secretary of the proposed company named in Section A1	Signature The person named above consents
	Please use this section to list all the corporate secretary appointments taken on formation  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  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  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

## 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)	SUAL AGMAMA	which must be an individual
Surname	CARPENTER	• Pfease provide any previous names
Former name(s) •	KNIGHT	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 9	U-K	for business purposes  Country/State of residence
Nationality	BRITISH	This is in respect of your usual residential address as stated in
Date of birth	1000 1000 11001614	section D4  Business occupation
Business occupation (if any) •	MANAGEMENT CONSULTANT	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/numbe	1 20	have to be your usual residential address.
Street	DEA HILL ISOUD	Please state 'The Company's Registered Office' if your service
Post town	TONBRIDGE	<ul> <li>address will be recorded in the proposed company's register of</li> </ul>
County/Region	KENT	<ul> <li>directors as the company's registered office</li> </ul>
Postcode	TNGILX	If you provide your residential address here it will appear on the
Country	Vic	public record
D3	Signature <sup>6</sup>	
<del>_</del>	I consent to act as director of the proposed company named in Section A1	<b>O</b> Signature
Signature	Signature X	The person named above consents to act as director of the proposed company

Application to register a company

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D1	Director appointments •				
 Title*	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 individual. Public companies must			
Full forename(s)		appoint at least two directors, one of which must be an individual			
Surname		● Former name(s)			
Former name(s) •		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			
Country/State of		for business purposes			
residence  Nationality	[d   d   m   m   v   v   v	Country/State of residence This is in respect of your usual residential address as stated in			
Date of birth	d d m m y y y	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®				
<u> </u>	Please complete the service address below You must also fill in the director's	Service address			
Building name/number	usual residential address in Section D4.	This is the address that will appear 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 address here it will appear on the			
Country		public record			
D3	Signature <sup>©</sup>	· <del></del>			
	I consent to act as director of the proposed company named in Section A1	<b>O Signature</b> The person named above consents			
Signature	Signature X	to act as director of the proposed			

Application to register a company

# **Corporate director**

E1	Corporate director appointments •				
<u>-</u>	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	<del></del>	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 a PO box number (unless contained)			
Post town		within a full address), DX number or LP (Legal Post in Scotland) number			
County/Region		Er (Legal Fost III Scotland) humber			
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 <sup>9</sup>				
	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			
· · · · · · · · · · · · · · · · · · ·		Article 3 of the First Company Law Directive (68/151/EEC)			
Registration number		Directive (our 13 freech			
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 9				
	I consent to act as director of the proposed company named in Section A1	Signature The percent pamed above consents			
Signature	Signature X	The person named above consents to act as corporate director of the proposed company			
		<u> </u>			

Statement of capital Part 3 Does your company have share capital? → Yes Complete the sections below → No Go to Part 4 (Statement of guarantee) F1 Share capital in pound sterling (£) Please complete the table below to show each class of shares held in pound sterling If all your issued capital is in sterling, only complete Section F1 and then go to Section F4 Number of shares @ Aggregate nominal value 3 Class of shares Amount paid up on Amount (if any) unpaid (E.g. Ordinary/Preference etc.) on each share 0 each share 0 ORDINARY £ 40 40 £ £ £ **Totals** £ 40  $\mu o$ F2 Share capital in other currencies Please complete the table below to show any class of shares held in other currencies Please complete a separate table for each currency Currency Aggregate nominal value 🕄 Amount (if any)\_unpaid Number of shares @ Class of shares Amount paid up on (E.g. Ordinary/Preference etc.) each share **①** on each share 0 **Totals** Currency Aggregate nominal value 3 Number of shares 2 Class of shares Amount (if any) unpaid Amount paid up on each share **0** (E g Ordinary/Preference etc ) on each share 🗣 **Totals** F3 **Totals** Please give the total number of shares and total aggregate nominal value of O Total aggregate nominal value issued share capital Please list total aggregate values in different currencies separately For Total number of shares example £100 + €100 + \$10 etc Total aggregate nominal value @ 1 Including both the nominal value and any Number of shares issued multiplied by **Continuation Pages** Please use a Statement of Capital continuation share premium nominal value of each share page if necessary Total number of issued shares in this class

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Application to register a company

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 <b>Sections F1</b> and <b>F2</b>	OPrescribed particulars of rights attached to shares
Class of share Prescribed particulars	YORDINARY.	The particulars are a particulars of any voting rights, including rights that anse only in
•	TO VOTE IN ANY	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
	CIPCUMSTANCES	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
	EACH SHARE IS ENTITLED	any terms or conditions relating to redemption of these shares
	PARI PASSU TO DIVIDEND	A separate table must be used for each class of share  Continuation pages
	PRYMENTS OR ANY OTHER	Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if
	DISTRIBUTION	necessary
	. CACH SHARE IS ENTITLED	
	PARI PASSU TO PARTICIPATE	
	IN A DISTRUBUTION ARISING	
	FROM A WINDING UP OF	
	THE COMPANY	

Class of share		
Prescribed particulars		O Prescribed particulars of rights attached to shares
• rescribed particulars		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
	1	CHEP000

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
AMANDA CARPENTER	OBDINARY	20	ŧ	ti		£20
26 DRY HILL RD			:			
TOWBRIDGE KENT TWG ILX						
Name PETER CAYLPENTER	ordina Ry	20	=	EI		£20
20 DRY MILL RI) TONGBRUNGE KENTTNG ILX						
Name Name	, 					
Address						
Name						
Address						
Name						
Address						
					<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	
	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' usual residential address</li> </ul>
	payment of debts and habilities of the company contracted before I     cease to be a member,	<b>♦ Amount guaranteed</b> Any valid currency is permitted
	- payment of costs, charges and expenses of winding up, and, - adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below	Continuation pages Please use a 'Subscribers' continuation page if necessary
<del>-</del> , , , ,	Subscriber's details	
Forename(s) •		_
Surname •		_
Address <b>9</b>		_ _
Postcode		
Amount guaranteed 6		_
	Subscriber's details	
Forename(s) •		- - -
Surname •		
Address <b>9</b>		
Postcode		
Amount guaranteed €		-
	Subscriber's details	_
Forename(s) •		_
Surname •		-
Address <b>②</b>		_   _
Postcode		
Amount guaranteed		

Application to register a company

	Subscriber's details	• Name
Forename(s) •		Please use capital letters.
Surname •		Address     The addresses in this section will
Address 2		appear on the public record They do not have to be the subscribers' usual residential address
Postcode		3 Amount guaranteed Any valid currency is permitted
Amount guaranteed 9		Continuation pages Please use a 'Subscribers'
	Subscriber's details	continuation page if necessary
Forename(s) •		!
Surname <b>0</b>		
Address ②		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname •		
Address •		
Postcode		
Amount guaranteed	<u> </u>	
	Subscriber's details	
Forename(s) •		
Surname •		
Address ②		
Postcode		
Amount guaranteed		
· · · · · · · · · · · · · · · · · · ·	Subscriber's details	
Forename(s) •		
Surname •		
Address <b>9</b>		
Postcode		
Amount guaranteed		

Application to register a company

## Statement of compliance Part 5 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) Н1 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 Subscriber's signature X Subscriber's signature X X Signature Subscriber's signature X X Subscriber's signature X Subscriber's signature X Subscriber's signature X X Subscriber's signature X

	INO1		
	Application to register a company		
Subscriber's signature	Signature	[	Continuation pages
	X	X	Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	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	า	
Agent's signature	Signature X	X	

Application to register a company

**Presenter information** 

# 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 ADDRYMILL ROAD Postage DRYMILL ROAD Postage DRYMILL ROAD Country/Region CRYMILL ROAD Country DX Telephage DRA CREATER Country DX

You do not have to give any contact information, but if

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

Certificate

We may return forms completed incorrectly or with information missing

# Please make sure you have remembered the following:

- 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 in guidance on our website.
- If the name of the company is the same as one 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) number
- The document has been signed, where indicated
- All relevant attachments have been included
- You have enclosed the correct fee

## 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, First Floor, Waterfront Plaza, 8 Laganbank Road, Belfast, Northern Ireland, BT1 3BS 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

### COMPANY HAVING A SHARE CAPITAL

# $\label{eq:memorandum} \textbf{Memorandum of association of} \ \ \textbf{THE ACHILL MANAGEMENT SOUTHERN LIMITED}$

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

Amanda Carpenter

Peter Carpenter