FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **9384785**

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

COLLEGE PHARMACY 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 and Wales

Given at Companies House on **12th January 2015**

N09384785V

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

10147140.

In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company

Oyez

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 r a limited liability partnership. this, please use form LL IN01

MONDAY

A3YG7XIW
A14 05/01/2015 #72
COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCHeck service and select the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company name in full

COLLEGE PHARMACY LIMITED

For official use 9381185

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

All fields are mandatory unless specified or indicated by *

Duplicate names
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 More informationon this is available in our guidance booklet GP1 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

Company name restrictions
A list of sensitive or restricted words or expressions that require consent can be found in our guidance booklet GP1 at www companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig'

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

Name ending exemption
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 gov uk

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

Company type
If you are unsure of your company's type, please go to our website. www companieshouse gov uk

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Application to register a company

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)

- [x] England and Wales
- [ ] Wales
- [ ] Scotland
- [ ] Northern Ireland

Registered office
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, Scotland or Northern Ireland respectively

A6 Registered office address

Please give the registered office address of your company.

Building name/number	50
Street	College Road
Post town	Maidstone
County/Region	Kent
Postcode	M E 1 5 6 S B

Registered office address
You must ensure that the address shown in this section is consistent with the situation indicated in Section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7 Articles of association

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only **one** box

- [x] Private limited by shares
- [ ] 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

For details of which company type can adopt which model articles, please go to our website www companieshouse.gov uk

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

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.

Title*	
Full forename(s)	
Surname	
Former name(s)	

Corporate appointments
For corporate secretary appointments, please complete Section C1-C5 instead of Section B

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page

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 for business purposes

B2 Secretary's service address

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

Service address
This is the address that will appear on the public record This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office

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**

Signature

Signature
X X

Signature
The person named above consents 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

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

Additional appointments
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address
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 within a full address), DX number or LP (Legal Post in Scotland) number

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

Where the company/ firm is registered

Registration number

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)

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

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered

Registration number

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

C5 Signature

I consent to act as secretary of the proposed company named in **Section A1.**

Signature

Signature

X X

Signature
The person named above consents to act as corporate secretary of the proposed company

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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.

Title*	Dr
Full forename(s)	Michael
Surname	Strachan
Former name(s)	
Country/State of residence	UK
Nationality	British
Date of birth	d1 d2 m0 m6 y1 y9 y5 y6
Business occupation (if any)	GP

Appointments
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

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 for business purposes

Country/State of residence
This is in respect of your usual residential address as stated in Section D4

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**

Building name/number	50
Street	College Road
Post town	Maidstone
County/Region	Kent
Postcode	M E 1 5 6 S B
Country	

Service address
This is the address that will appear on the public record This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential 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**

Signature

Signature

X X

Signature
The person named above consents to act as director of the proposed company

IN01

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.

Title*	Dr
Full forename(s)	Protichi
Surname	Mallik
Former name(s)	
Country/State of residence	UK
Nationality	British
Date of birth	d0 d2 m0 m2 y1 y9 y7 y2
Business occupation (if any)	GP

Appointments
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.

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 for business purposes.

Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

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.**

Building name/number	50
Street	College Road
Post town	Maidstone
County/Region	Kent
Postcode	M E 1 5 6 S B
Country	

Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential 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.**

Signature

Signature
X X

Signature
The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director

E1 Corporate director appointments

Please use this section to list all the corporate directors taken on formation

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

Additional appointments
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

Registered or principal address
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 within a full address), DX number or LP (Legal Post in Scotland) number

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

Where the company/ firm is registered

Registration number

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)

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

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered

If applicable, the registration number

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.

E5 Signature

I consent to act as director of the proposed company named in **Section A1.**

Signature

Signature

✕ ✕

Signature
The person named above consents to act as corporate director of the proposed company

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Application to register a company

Part 3 Statement of capital

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**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	£1		100	£ 100.00
				£
				£
				£
		Totals	100	£ 100 00

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

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
		Totals		

Currency

Class of shares (E g Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
		Totals		

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	100
Total aggregate nominal value ④	£100

④ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately For example £100 + € 100 + $10 etc

① Including both the nominal value and any share premium

② Total number of issued shares in this class

③ Number of shares issued multiplied by nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation page if necessary.

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**

Class of share	Ordinary
Prescribed particulars ⓫	Each share is entitled to one vote in any circumstances Each share is entitled pari passu to dividend payments or any other distribution Each share is entitled pari passu to participate in a distribution arising from a winding up of the company No share is capable of redemption.

⓫ **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 the next page or a 'Statement of Capital (Prescribed particulars of rights attaci ed to shares)' continuation page if necessary

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Application to register a company

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

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Application to register a company

F5 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

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name Wellbeing Holdings (Kent) Limited	Ordinary	100	Sterling	£1		£100.00
Address 50 College Road Maidstone Kent ME15 6SB						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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

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

- payment of debts and liabilities of the company contracted before I cease to be a member;
- 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

1 Name
Please use capital letters

2 Address
The addresses in this section will appear on the public record They do not have to be the subscribers' usual residential address

3 Amount guaranteed
Any valid currency is permitted.

Continuation pages
Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

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Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

1 Name
Please use capital letters

2 Address
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

3 Amount guaranteed
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary.

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

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

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

Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature ✕ ✕
Subscriber's signature	Signature ✕ ✕
Subscriber's signature	Signature ✕ ✕
Subscriber's signature	Signature ✕ ✕
Subscriber's signature	Signature ✕ ✕
Subscriber's signature	Signature ✕ ✕
Subscriber's signature	Signature ✕ ✕
Subscriber's signature	Signature ✕ ✕

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Application to register a company

Subscriber's signature	Signature X 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 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	Rix & Kay Solicitors LLP
Building name/number	16 South Park
Street	
Post town	Sevenoaks, Kent
County/Region	
Postcode	T N 1 3 1 A N
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature X	Signature X X FOR AND ON BEHALF OF RIX + KAY SOLICITORS LLP.

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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
Sara Carpenter

Company name
Rix & Kay Solicitors LLP

Address
16 South Park

Sevenoaks

Post town
Kent

County/Region

Postcode T N 1 3 1 A N

Country

DX
30025 Sevenoaks

Telephone
01732 440855

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:

- ☐ 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 Memorandum of Association
- ☐ 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 is payable on this form.
Make cheques or postal orders payable to 'Companies House' For information on fees, go to www companieshouse gov uk

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

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of College Pharmacy 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*
Wellbeing Holdings (Kent) Limited	

Dated 19 September 2014