

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **10486526**

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

**IOT SYSTEMS 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, Cardiff, on **18th November 2016**



\* N10486526J \*



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



Companies House

**IN01**<sub>(ef)</sub>

**Application to register a company**



*Received for filing in Electronic Format on the:***18/11/2016**

*X5K1129E*

*Company Name in full:*

**IOT SYSTEMS LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**82C EAST HILL  
COLCHESTER  
ESSEX  
ENGLAND CO1 2QW**

*Sic Codes:*

**82990**

*I wish to entirely adopt the following model articles:*

**Private (Ltd by Shares)**

## ***Proposed Officers***

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### ***Company Director***      ***1***

*Type:*                      **Person**

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

*Surname:*                **COOK**

*Service Address:*        **82C EAST HILL  
COLCHESTER  
ESSEX  
ENGLAND CO1 2QW**

*Country/State Usually  
Resident:*                **ENGLAND**

*Date of Birth:*    **\*\*/07/1972**                      *Nationality:*    **ENGLISH**

*Occupation:*    **ELECTRICAL  
ENGINEER**

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

## *Company Director*      2

*Type:*                                      **Person**

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

*Surname:*                                **GOODYEAR**

*Service Address:*                      **82C EAST HILL  
COLCHESTER  
ESSEX  
ENGLAND CO1 2QW**

*Country/State Usually  
Resident:*                                **ENGLAND**

*Date of Birth:*    **\*\*/07/1972**                                      *Nationality:*    **ENGLISH**

*Occupation:*    **DIRECTOR**

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

## *Statement of Capital (Share Capital)*

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

**ORDINARY SHARES HAVE FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS.**

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### **Statement of Capital (Totals)**

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

## *Initial Shareholdings*

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*Name:* **GERALD COOK**

*Address* **82C EAST HILL  
COLCHESTER  
ESSEX  
ENGLAND  
CO1 2QW**

*Class of Shares:* **ORDINARY**

*Number of shares:* **50**

*Currency:* **GBP**

*Nominal value of each share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

*Name:* **DARO GROUP LIMITED**

*Address* **CHURCHFIELD ROAD  
CHILTON INDUSTRIAL  
ESTATE  
CHILTON  
SUDBURY  
SUFFOLK  
UNITED KINGDOM  
CO10 2YA**

*Class of Shares:* **ORDINARY**

*Number of shares:* **50**

*Currency:* **GBP**

*Nominal value of each share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

## ***Persons with Significant Control (PSC)***

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### **Statement of initial significant control**

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

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## ***Individual Person with Significant Control details***

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*Names:* **MR GERALD COOK**

*Country/State Usually  
Resident:* **ENGLAND**

*Date of Birth:* **\*\*/07/1972** *Nationality:* **ENGLISH**

*Service Address:* **82C EAST HILL  
COLCHESTER  
ESSEX  
ENGLAND  
CO1 2QW**

*The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.*



<i>Nature of control</i>	The person holds, directly or indirectly, more than 25 % but not more than 50 % of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25 % but not more than 50 % of the voting rights in the company.

## ***Individual Person with Significant Control details***

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*Names:* **MR DAMON GOODYEAR**

*Country/State Usually  
Resident:* **ENGLAND**

*Date of Birth:* **\*\*/07/1972** *Nationality:* **ENGLISH**

*Service Address:* **82C EAST HILL  
COLCHESTER  
ESSEX  
ENGLAND  
CO1 2QW**

*The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.*

*Nature of control*

The person has the right to exercise, or actually exercises, significant influence or control over the company.

## ***Relevant Legal Entity (RLE) details***

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*Company Name:* **DARO GROUP LIMITED**

*Service Address:* **CHURCHFIELD ROAD CHILTON INDUSTRIAL ESTATE  
CHILTON  
SUDBURY  
SUFFOLK  
UNITED KINGDOM  
CO10 2YA**

*Legal Form:* **UK REGISTERED COMPANY LIMITED BY SHARES**

*Governing Law:* **COMPANIES ACT 2006**

*Register Location:* **REGISTRAR OF COMPANIES (ENGLAND AND WALES)**

*Country/State:* **UNITED KINGDOM**

*Registration Number:* **06492282**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

## ***Statement of Compliance***

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

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

*Agent's Name:*                      **COMPANIES MADE SIMPLE LTD**

*Agent's Address:*                      **20-22 WENLOCK ROAD  
LONDON  
ENGLAND  
N1 7GU**

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## ***Authorisation***

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

*Agent's Name:*                      **COMPANIES MADE SIMPLE LTD**

*Agent's Address:*                      **20-22 WENLOCK ROAD  
LONDON  
ENGLAND  
N1 7GU**

# Companies Act 2006

## SCHEDULE 1 COMPANY HAVING A SHARE CAPITAL Memorandum of Association of IOT SYSTEMS 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 each.

Subscriber:

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Gerald Cook

Authentication: Authenticated Electronically

Subscriber:

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Daro Group Limited

Authorising Person: Damon Goodyear

Authentication: Authenticated Electronically

Dated: 18 Nov 2016