

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company Number **11147913**

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

**LIVE BREATHE FUTBOL UK 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 **12th January 2018**



\* N11147913E \*



**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: **11/01/2018**

X6XE5WD4

*Company Name in full:* **LIVE BREATHE FUTBOL UK LIMITED**

*Company Type:* **Private company limited by shares**

*Situation of Registered Office:* **England and Wales**

*Proposed Registered Office Address:* **ALBERT HOUSE 2 WHINGATE  
LEEDS  
UNITED KINGDOM LS12 3BL**

*Sic Codes:* **47710**

*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):*        **EBUNOLUWA**

*Surname:*                **OLALOYE**

*Former Names:*

*Service Address:*        **recorded as Company's registered office**

*Country/State Usually*    **USA**

*Resident:*

*Date of Birth:*    **\*\*/11/1989**

*Nationality:*      **AMERICAN**

*Occupation:*    **CHIEF  
EXECUTIVE  
OFFICER**

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

## *Company Director*      2

*Type:*                                      **Person**

*Full Forename(s):*                      **ALAN**

*Surname:*                                **FOSTER**

*Former Names:*

*Service Address:*                      **VALLEY VIEW HOUSE LOW SNOWDON  
OTLEY  
UNITED KINGDOM LS21 2NF**

*Country/State Usually  
Resident:*                                **UNITED KINGDOM**

*Date of Birth:*    **\*\*/01/1990**                                      *Nationality:*      **BRITISH**

*Occupation:*      **CO-DIRECTOR**

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

## *Company Director*      3

*Type:*                                      **Corporate**

*Name:*                                      **LIVE BREATHE FUTBOL LLC**

*Principal / Business  
Address:*                                **3060 W JEFFERSON STREET  
PHILADELPHIA  
PENNSYLVANIA  
USA 19121**

### **Non European Economic Area (EEA) Company**

*Legal Form:*                                      **LIMITED LIABILITY CORPORATION**

*Law Governed:*                                **UNITED STATES OF AMERICA**

*Register Location:*                            **NEW JERSEY, USA**

*Registration Number:*                        **0400415984**

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

## *Statement of Capital (Share Capital)*

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<i>Class of Shares:</i>	<b>REDEEMABLE</b>	<i>Number allotted</i>	<b>50000</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>0.75</b>
<i>Prescribed particulars</i>			

**EACH SHARE HAS 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>50000</b>
		<i>Total aggregate nominal value:</i>	<b>0.75</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## *Initial Shareholdings*

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*Name:* **LIVE BREATHE FUTBOL  
LLC**

*Address* **3060 W JEFFERSON STREET  
PHILADELPHIA  
PENNSYLVANIA  
USA  
19121**

*Class of Shares:* **REDEEMABLE**

*Number of shares:* **30000**

*Currency:* **GBP**

*Nominal value of each  
share:* **0.000015**

*Amount unpaid:* **0**

*Amount paid:* **22500**

*Name:* **ALAN FOSTER**

*Address* **CARR FARM LOW  
SNOWDON  
OTLEY  
UNITED KINGDOM  
LS21 2NF**

*Class of Shares:* **REDEEMABLE**

*Number of shares:* **20000**

*Currency:* **GBP**

*Nominal value of each  
share:* **0.000015**

*Amount unpaid:* **5000**

*Amount paid:* **10000**

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

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*Company Name:* **LIVE BREATHE FUTBOL LLC**

*Service Address:* **3060 W JEFFERSON STREET  
PHILADELPHIA  
PENNSYLVANIA  
IRELAND  
19121**

*Legal Form:* **LIMITED LIABILITY CORPORATION**

*Governing Law:* **REVISED UNIFORM LIMITED LIABILITY COMPANY ACT**

*Register Location:* **NEW JERSEY DEPARTMENT OF REVENUE**

*Country/State:* **NEW JERSEY, USA**

*Registration Number:* **0400415984**



<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 50% but less than 75% of the shares in the company.
<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.
<i>Nature of control</i>	The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.
<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 50% but less than 75% 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.*

*Name:* **LIVE BREATHE FUTBOL LLC**

*Authenticated* **YES**

*Name:* **ALAN FOSTER**

*Authenticated* **YES**

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## ***Authorisation***

*Authoriser Designation:* **subscriber**

*Authenticated* **YES**

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# COMPANY HAVING A SHARE CAPITAL

## Memorandum of association of LIVE BREATHE FUTBOL UK 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
LIVE BREATHE FUTBOL LLC	Authenticated Electronically
ALAN FOSTER	Authenticated Electronically

Dated: 11/01/2018