

**FILE COPY**



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

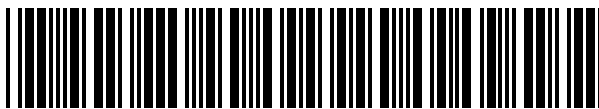
Company Number **13598599**

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

**TRANSFER PAY 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 and Wales

Given at Companies House, Cardiff, on **2nd September 2021**



\*N135985990\*



**Companies House**



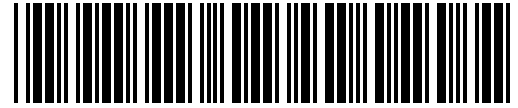
**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**



Companies House

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

**Application to register a company**



Received for filing in Electronic Format on the: **01/09/2021**

XAC41ZV5

*Company Name in full:*

**TRANSFER PAY LTD**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**8-10 FLAT H PONT STREET  
LONDON  
UNITED KINGDOM SW1X 9EL**

*Sic Codes:*

**64910  
64921  
64922  
64992**

*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. JOSE MIGUEL**

*Surname:*              **ARTILES**

*Former Names:*

*Service Address:*      **1000 BRICKELL AVE, SUITE 925  
MIAMI  
FLORIDA  
UNITED STATES 33131**

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

*Date of Birth:*      **\*\*/07/1964**                      *Nationality:*      **SPANISH**

*Occupation:*      **PRESIDENT & GROUP CEO**

*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>26000000</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>26000000</b>
<i>Prescribed particulars</i>			

### **FULL RIGHTS REGARDING VOTING, PAYMENT OF 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>26000000</b>
		<i>Total aggregate nominal value:</i>	<b>26000000</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## *Initial Shareholdings*

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<i>Name:</i>	<b>AC FIDELITY FUND INC</b>		
<i>Address</i>	<b>1000 BRICKELL AVE, SUITE 925 MIAMI FLORIDA UNITED STATES 33131</b>	<i>Class of Shares:</i>	<b>ORDINARY</b>
		<i>Number of shares:</i>	<b>8000000</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>
<i>Name:</i>	<b>WORLD OPPORTUNITIES FUND INC</b>		
<i>Address</i>	<b>2020-1010 SHERBROOKE STREET WEST, SUITE 2200 MONTREAL QUEBEC CANADA H3A 2R7</b>	<i>Class of Shares:</i>	<b>ORDINARY</b>
		<i>Number of shares:</i>	<b>5300000</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>
<i>Name:</i>	<b>TRANSFERPAY INC</b>		
<i>Address</i>	<b>2020-1010 SHERBROOKE STREET WEST, SUITE 2200 MONTREAL QUEBEC CANADA H3A 2R7</b>	<i>Class of Shares:</i>	<b>ORDINARY</b>
		<i>Number of shares:</i>	<b>6500000</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>
<i>Name:</i>	<b>BANIF BANCA PRIVADA INC</b>		
<i>Address</i>	<b>1000 BRICKELL AVE, SUITE 925 MIAMI FLORIDA UNITED STATES 33131</b>	<i>Class of Shares:</i>	<b>ORDINARY</b>
		<i>Number of shares:</i>	<b>6200000</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>

## ***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. JOSE MIGUEL ARTILES**

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

*Date of Birth:* **\*\*/07/1964** *Nationality:* **SPANISH**

*Service Address:* **1000 BRICKELL AVE, SUITE 925  
MIAMI  
FLORIDA  
UNITED STATES  
33131**

*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>	<b>The person holds, directly or indirectly, 75% or more of the voting rights in the company.</b>
<i>Nature of control</i>	<b>The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.</b>



## ***Statement of Compliance***

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

<i>Name:</i>	<b>AC FIDELITY FUND INC</b>
<i>Authenticated</i>	<b>YES</b>
<i>Name:</i>	<b>WORLD OPPORTUNITIES FUND INC</b>
<i>Authenticated</i>	<b>YES</b>
<i>Name:</i>	<b>TRANSFERPAY INC</b>
<i>Authenticated</i>	<b>YES</b>
<i>Name:</i>	<b>BANIF BANCA PRIVADA INC</b>
<i>Authenticated</i>	<b>YES</b>

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## ***Authorisation***

<i>Authoriser Designation:</i>	<b>subscriber</b>	<i>Authenticated</i>	<b>YES</b>
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# COMPANY HAVING A SHARE CAPITAL

## Memorandum of Association of TRANSFER PAY LTD

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
AC FIDELITY FUND INC	Authenticated Electronically
WORLD OPPORTUNITIES FUND INC	Authenticated Electronically
TRANSFERPAY INC	Authenticated Electronically
BANIF BANCA PRIVADA INC	Authenticated Electronically

Dated: 01/09/2021