

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 405029

The Registrar of Companies for Scotland, hereby certifies
that

CONROY DEWHURST 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 Scotland

Given at Companies House, Edinburgh, on 9th August 2011



NSC405029B



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated by electronic means and authenticated by the
Registrar of Companies under Section 1115 of the Companies Act 2006



Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 09/08/2011



XFK A2WJN

*Company Name
in full:* **CONROY DEWHURST LIMITED**

Company Type: **Private limited by shares**

*Situation of Registered
Office:* **Scotland**

*Proposed Register
Office Address:* **4 WOODLEA DRIVE
GIFFNOCK
GLASGOW
SCOTLAND
G46 6BU**

I wish to entirely adopt the following model articles: **Private (Ltd by Shares)**

Company Director **I**

Type: **Person**

Full forename(s): **AMER**

Surname: **SHAH**

Former names:

Service Address: **GROUND LEFT 177 CAUSEWAYSIDE
EDINBURGH
SCOTLAND
EH9 1PH**

Country/State Usually Resident: **SCOTLAND**

Date of Birth: **06/06/1966**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y**

Date authorised: **09/08/2011**

Authenticated: **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	100
		<i>Aggregate nominal value</i>	100
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

SUBJECT TO THE PROVISIONS OF THE ACT AND WITHOUT PREJUDICE TO ANY RIGHTS ATTACHED TO ANY EXISTING SHARES, ANY SHARE MAY BE ISSUED WITH SUCH RIGHTS OR RESTRICTIONS AS THE COMPANY MAY DETERMINE BY RESOLUTION. UNLESS OTHERWISE EXCLUDED ALL SHARES HAVE THE RIGHT TO VOTE AT GENERAL MEETINGS WHETHER THE SHARES ARE FULLY PAID OR NOT. B)SUBJECT TO THE PROVISIONS OF THE ACT, THE COMPANY MAY BY RESOLUTION DECLARE DIVIDENDS IN ACCORDANCE WITH THE RESPECTIVE RIGHTS OF THE MEMBERS, BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS SUBJECT TO THE PROVISIONS OF THE ACT, THE DIRECTORS MAY PAY INTERIM DIVIDENDS IF IT APPEARS TO THEM THAT THEY ARE JUSTIFIED BY THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION. IF THE SHARE CAPITAL IS DIVIDED INTO DIFFERENT CLASSES, THE DIRECTORS MAY PAY INTERIM DIVIDENDS ON SHARES WHICH CONFER DEFERRED OR NON-PREFERRED RIGHTS WITH REGARD TO DIVIDEND AS WELL AS ON SHARES WHICH CONFER PREFERENTIAL RIGHTS WITH REGARD TO DIVIDEND, BUT NO INTERIM DIVIDEND SHALL BE PAID ON SHARES CARRYING DEFERRED OR NON-PREFERRED RIGHTS IF, AT THE TIME OF PAYMENT, ANY PREFERENTIAL DIVIDEND IS IN ARREAR. THE DIRECTORS MAY ALSO PAY AT INTERVALS SETTLED BY THEM ANY DIVIDEND PAYABLE AT A FIXED RATE IF IT APPEARS TO THEM THAT THE PROFITS AVAILABLE FOR DISTRIBUTION JUSTIFY THE PAYMENT. PROVIDED THE DIRECTORS ACT IN GOOD FAITH THEY SHALL NOT INCUR ANY LIABILITY TO THE HOLDERS OF SHARES CONFERRING PREFERRED RIGHTS FOR ANY LOSS THEY MAY SUFFER BY THE LAWFUL PAYMENT OF AN INTERIM DIVIDEND ON ANY SHARES HAVING DEFERRED OR NON-PREFERRED RIGHTS. EXCEPT AS OTHERWISE PROVIDED BY THE RIGHTS ATTACHED TO SHARES, ALL DIVIDENDS SHALL BE DECLARED AND DISTRIBUTED TO ALL SHARES BUT, IF ANY SHARE IS ISSUED ON TERMS PROVIDING THAT IT SHALL RANK FOR DIVIDEND AS FROM A PARTICULAR DATE, THAT SHARE SHALL RANK FOR DIVIDEND ACCORDINGLY. A PERSON BECOMING ENTITLED TO A SHARE IN CONSEQUENCE OF THE DEATH OR BANKRUPTCY OF A MEMBER SHALL HAVE THE RIGHTS TO WHICH HE WOULD BE ENTITLED IF HE WERE THE HOLDER OF THE SHARE, EXCEPT THAT HE SHALL NOT, BEFORE BEING REGISTERED AS THE HOLDER OF THE SHARE, BE ENTITLED IN RESPECT OF IT TO ATTEND OR VOTE AT ANY MEETING OF THE COMPANY OR AT ANY SEPARATE MEETING OF THE HOLDERS OF ANY CLASS OF SHARES IN THE COMPANY. C) A MEETING DECLARING A DIVIDEND MAY, UPON THE RECOMMENDATION OF THE DIRECTORS, DIRECT THAT IT SHALL BE SATISFIED WHOLLY OR PARTLY BY THE DISTRIBUTION OF ASSETS AND, WHERE ANY DIFFICULTY ARISES IN REGARD TO THE DISTRIBUTION, THE DIRECTORS MAY SETTLE THE SAME AND IN PARTICULAR MAY ISSUE FRACTIONAL CERTIFICATES AND FIX THE VALUE FOR DISTRIBUTION OF ANY ASSETS AND MAY DETERMINE THAT CASH SHALL BE PAID TO ANY MEMBER UPON THE FOOTING OF THE VALUE SO FIXED IN ORDER TO ADJUST THE RIGHTS OF MEMBERS AND MAY VEST ANY ASSETS IN TRUSTEES. D) THE COMPANY MAY ISSUE SHARES WHICH ARE TO BE REDEEMED, OR ARE LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE HOLDER, AND THE DIRECTORS MAY DETERMINE THE TERMS, CONDITIONS AND MANNER OF REDEMPTION OF ANY SUCH SHARES.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	100
		<i>Total aggregate nominal value</i>	100

Initial Shareholdings

Name: AMER SHAH

Address: GROUND LEFT 177 CAUSEWAYSIDE
EDINBURGH
SCOTLAND
EH9 1PH

Class of share: ORDINARY

Number of shares: 10

Currency: GBP

*Nominal value of
each share:* 1

Amount unpaid: 0

Amount paid: 1

Name: CONROY DEWHURST LTD

Address: 306 VICTORIA HOUSE
VICTORIA
MAHE
SEYCHELLES
11

Class of share: ORDINARY

Number of shares: 90

Currency: GBP

*Nominal value of
each share:* 1

Amount unpaid: 0

Amount paid: 1

Statement of Compliance

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

Name: AMER SHAH

Authenticated: YES

Name: CONROY DEWHURST LTD

Authenticated: YES

Authorisation

Authoriser Designation: subscriber

Authenticated: Yes

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of CONROY DEWHURST 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
amer shah	Authenticated Electronically
conroy dewhurst ltd	Authenticated Electronically

Dated: 09/08/2011