

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 449259

The Registrar of Companies for Scotland, hereby certifies
that

BAXENDALE 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 3rd May 2013



NSC4492590



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: 03/05/2013



X27LNE9T

*Company Name
in full:* **BAXENDALE LIMITED**

Company Type: **Private limited by shares**

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

*Proposed Register
Office Address:* **44 YORK PLACE
EDINBURGH
SCOTLAND
EH1 3HU**

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

Company Director **1**

Type: **Person**

Full forename(s): **MR JOHN GRANT**

Surname: **ALEXANDER**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **SCOTLAND**

Date of Birth: **26/03/1959**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y**

Date authorised: **03/05/2013**

Authenticated: **YES**

Statement of Capital (Share Capital)

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

Prescribed particulars

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS.

Statement of Capital (Totals)

| | | | |
|-----------------|------------|--------------------------------------|----------|
| <i>Currency</i> | GBP | <i>Total number of shares</i> | 1 |
| | | <i>Total aggregate nominal value</i> | 1 |

Initial Shareholdings

Name: **BAXI PARTNERSHIP LIMITED**

Address: **44 YORK PLACE
EDINBURGH
SCOTLAND
EH1 3HU**

Class of share: **ORDINARY**

Number of shares: **1**

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.

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

Agent's Name: **ALEXANDER MARSHALL**

Agent's Address: **84 HAMILTON ROAD
MOTHERWELL
LANARKSHIRE
SCOTLAND
ML1 3BY**

Authorisation

Authoriser Designation: **agent**

Authenticated: **Yes**

Agent's Name: **ALEXANDER MARSHALL**

Agent's Address: **84 HAMILTON ROAD
MOTHERWELL
LANARKSHIRE
SCOTLAND
ML1 3BY**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of BAXENDALE 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 |
|--------------------------|------------------------------|
| Baxi Partnership Limited | Authenticated Electronically |

Dated: 03/05/2013