

FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number 488609

The Registrar of Companies for Scotland hereby certifies that

HOMEPLAN MAINTENANCE 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 on 9th October 2014



NSC488609Q





102746/240

In accordance with Section 9 of the Companies Act 2006.

IN01

Application to register a company



Companies House

A fee is payable with this form.

Please see 'How to pay' on the last page.

✓ What this form is for You may use this form to register a private or public company. What this form is NOT for You cannot use this form to regist a limited liability partnership. To d this, please use form LL IN01.



S3I41IGO SCT 09/10/2014 COMPANIES HOUSE

#101

		COMPANIES HOUSE	
Part 1	Company details		
A1	To check if a company name is available use our WebCHeck service and select the 'Company Name Availability Search' option: www.companieshouse.gov.uk/info	Filling in this form Please complete in typescript or in bold black capitals. All fields are mandatory unless specified or indicated by * Duplicate names Duplicate names are not permitted.	
Proposed company name in full • For official use	Please show the proposed company name below. HomePlan Maintenance Linger	A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information on this is available in our guidance booklet GP1 at: www.companieshouse.gov.uk	
A2	Company name restrictions @		
	Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body. I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.	◆ Company name restrictions A list of sensitive or restricted words or expressions that require consent can be found in our guidance booklet GP1 at: www.companieshouse.gov.uk	
А3	Exemption from name ending with 'Limited' or 'Cyfyngedig' o		
	Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative. I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative.	Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this. For more details, please go to our website: www.companieshouse.gov.uk	
A4	Company type [©]		
	Please tick the box that describes the proposed company type and members' liability (only one box must be ticked): Public limited by shares Private limited by shares Private limited by guarantee Private unlimited with share capital Private unlimited without share capital	© Company type If you are unsure of your company's type, please go to our website: www.companieshouse.gov.uk	

	Application to register a company	
A5	Situation of registered office o	
	Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked): England and Wales Wales Scotland Northern Ireland	• Registered office Every company must have a registered office and this is the address to which the Registrar will send correspondence. For England and Wales companies, the address must be in England or
	Northern Heland	Wales. For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.
A6	Registered office address o	
	Please give the registered office address of your company.	Registered office address You must ensure that the address
Building name/number	Excel House 30	shown in this section is consistent with the situation indicated in
Street	SEMPLE STREET	section A5. You must provide an address in
Post town		England or Wales for companies to be registered in England and Wales.
County/Region	EDINBURGH	You must provide an address in Wales, Scotland or Northern Ireland
Postcode	EH3 8BL	for companies to be registered in Wales, Scotland or Northern Ireland respectively.
A7	Articles of association 9	
	Please choose one option only and tick one box only.	• For details of which company type can adopt which model articles,
Option 1	I wish to adopt one of the following model articles in its entirety. Please tick only one box. Private limited by shares Private limited by guarantee Public company	please go to our website: www.companieshouse.gov.uk
Option 2	I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box. Private limited by shares Private limited by guarantee Public company	
Option 3	I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.	
A8	Restricted company articles o	
	Please tick the box below if the company's articles are restricted.	O Restricted company articles Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.companieshouse.gov.uk

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary

Secretary		
B1	Secretary appointments •	
	Please use this section to list all the secretary appointments taken on formation. For a corporate secretary, complete Sections C1-C5.	• Corporate appointments For corporate secretary appointments, please complete
Title*		section C1-C5 instead of section B.
Full forename(s)		Additional appointments If you wish to appoint more
Surname Former name(s)		than one secretary, please use the 'Secretary appointments' continuation page.
		Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
B2	Secretary's service address €	
Building name/number		Service address
Street		This is the address that will appear on the public record. This does not have to be your usual residential address.
Post town		Please state 'The Company's Registered Office' if your service
County/Region		address will be recorded in the proposed company's register
Postcode		of secretaries as the company's registered office.
Country		If you provide your residential address here it will appear on the public record.
B3	Signature o	
	I consent to act as secretary of the proposed company named in Section A1.	Signature The person named above consents
Signature	Signature X	to act as secretary of the proposed company.

Corporate secretary

C1	Corporate secretary appointments •	
	Please use this section to list all the corporate secretary appointments taken on formation.	Additional appointments If you wish to appoint more than one corporate secretary, please use the
Name of corporate body/firm		'Corporate secretary appointments' continuation page.
Building name/number		Registered or principal address This is the address that will appear on the public record. This address
Street		must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or
Post town		LP (Legal Post in Scotland) number.
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
_	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
C3	EEA companies [®]	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	● EEA A full list of countries of the EEA can be found in our guidance:
Where the company/ firm is registered 9		www.companieshouse.gov.uk This is the register mentioned in Article 3 of the First Company Law
Registration number		Directive (68/151/EEC).
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	O Non-EEA Where you have provided details of the register (including state) where the company or firm is registered,
Legal form of the corporate body or firm		you must also provide its number in that register.
Governing law		
If applicable, where the company/firm is registered ©		
Registration number		
C5	Signature ♥	
	I consent to act as secretary of the proposed company named in Section A1.	⊗ Signature
Signature	Signature X	The person named above consents to act as corporate secretary of the proposed company.

Application to register a company

Director

Director		
D1	Director appointments •	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.	Appointments Private companies must appoint at least one director who is an
Title*	MR.	individual. Public companies must appoint at least two directors, one of
Full forename(s)	DAVID MERAE	which must be an individual.
Surname	Gairlat	• Former name(s) Please provide any previous names
Former name(s) •		which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used
Country/State of residence The state of th	UNITED KINGDOM	for business purposes.
Nationality	BRITISH	Ocuntry/State of residence This is in respect of your usual
Date of birth	6 5 1 0 1 1 0	residential address as stated in Section D4
Business occupation (if any) •	Souchor	ூ Business occupation If you have a business occupation, please enter here. If you do not, ■ The state of the sta
		please leave blank. Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.
D2	Director's service address®	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .	Service address This is the address that will appear on the public record. This does not
Building name/number	Excel House 30	have to be your usual residential address.
Street	Semple STREET	Please state 'The Company's Registered Office' if your service
Post town	EDINBURGH	address will be recorded in the proposed company's register of
County/Region		directors as the company's registered office.
Postcode	E H 3 8 B L	If you provide your residential
Country	UNITED KINGDOM	address here it will appear on the public record.
D3	Signature [©]	
_ _	I consent to act as director of the proposed company named in Section A1.	⊙ Signature
Signature	X David M. Carrelay X	The person named above consents to act as director of the proposed company.

Application to register a company

Director

D1	Director appointments •	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.	• Appointments Private companies must appoint at least one director who is an
Title*		individual. Public companies must appoint at least two directors, one of
Full forename(s)		which must be an individual.
Former name(s) Country/State of		Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
residence 9		⊙ Country/State of residence
Nationality Date of birth		This is in respect of your usual residential address as stated in Section D4
Business occupation (if any) o		Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.
		Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.
D2	Director's service address o	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .	Service address This is the address that will appear
Building name/number		on the public record. This does not have to be your usual residential address.
Street		Please state 'The Company's Registered Office' if your.service
Post town		address will be recorded in the proposed company's register of
County/Region		directors as the company's registered office.
Postcode		If you provide your residential
Country		address here it will appear on the public record.
D3	Signature [©]	
• :	I consent to act as director of the proposed company named in Section A1.	Signature The person named above consents
Signature	Signature X	to act as director of the proposed company.
	•	

Application to register a company

Corporate director

E1	Corporate director appointments •					
<u> </u>	Please use this section to list all the corporate directors taken on formation.	Additional appointments If you wish to appoint more than one				
Name of corporate body or firm		corporate director, please use the 'Corporate director appointments' continuation page.				
Building name/number		Registered or principal address				
Street		This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained				
Post town		within a full address), DX number or LP (Legal Post in Scotland) number.				
County/Region		Er (Legar rost in Scotland) number.				
Postcode						
Country						
E2	Location of the registry of the corporate body or firm					
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only					
E3	EEA companies @					
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	• EEA A full list of countries of the EEA can be found in our guidance:				
Where the company/		www.companieshouse.gov.uk				
firm is registered		This is the register mentioned in Article 3 of the First Company Law				
Registration number		Directive (68/151/EEC).				
E4	Non-EEA companies					
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	O Non-EEA Where you have provided details of the register (including state) where the company or firm is registered,				
Legal form of the corporate body or firm		you must also provide its number in that register.				
Governing law						
If applicable, where the company/firm is registered •						
If applicable, the registration number						
E5	Signature ⁹					
	I consent to act as director of the proposed company named in Section A1.	Signature The person named above consents				
Signature	Signature X	to act as corporate director of the proposed company.				

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Application to register a company

Part 3	Statement	of capital				_
		have share capital? plete the sections belo part 4 (Statement of				
F1	Share capital in	pound sterling (E)		•	
Please complete the ta If all your issued capit			d in pound sterling. and then go to Section F4.			
Class of shares (E.g. Ordinary/Preference etc	.)	Amount paid up on each share 0	Amount (if any) unpaid on each share ①	Number of shar	es Ø	Aggregate nominal value
ORDNARY		L1.00		1		f 1 -00
						£
						£
						£
			Totals	1		f1.00
F2	Share capital in	other currencies				
Please complete the ta Please complete a sep			in other currencies.			
Currency						
Class of shares (E.g. Ordinary/Preference etc	.)	Amount paid up on each share •	Amount (if any) unpaid on each share	Number of shar	es 0	Aggregate nominal value 3
			Totals			
Currency		 -			<u></u>	
Class of shares (E.g. Ordinary/Preference etc	.)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of shar	es 🖸	Aggregate nominal value 1
		·	Totals		-	
F3	Totals					
	Please give the tota issued share capital		d total aggregate nominal	value of		ggregate nominal value st total aggregate values in
Total number of shares	1_					t currencies separately. For t: £100 + €100 + \$10 etc.
Total aggregate nominal value 9	£2.00	-				
 Including both the noming share premium. Total number of issued states 		Number of shares issue nominal value of each s	share. Plea	ntinuation Page ase use a Statem e if necessary.		al continuation

lease give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2. DRDWARY DOTING RIGHTS SHARES RANK EQUALLY FOR VOTING PURPOSES. WA SHOW OF HANDS, EACH MEMBER SHALL HAVE NE USTE, AND, ON A POLL, EACH MEMBER SHALL ALE ONE VOTE PER SHAPE NELD.	
HARES RANK EQUALLY FOR WITING PURPOSES. WA SHOW OF HANDS, EACH MEMBER SHALL HAVE NE USTE, AND, ON A POLL, EACH MEMBER SHALL	a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in
THARES RANK EQUALLY FOR WOTING PURPOSES. WA SHOW OF HANDS, EACH MEMBER SHALL HAVE NE USTE, AND, ON A POLL, EACH MEMBER SHALL	including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in
CIVIDEND RIGHTS CACH SHAKE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. DISTRIBUTION RIGHTS ON A WINDING UP EACH SHAKE RANKS EQUALLY FOR ANY DISTRIBUTION WHOLE ON A WINDING UP. REDECTABLE SHARES THE SHARES ARE NOT REDECTABLE.	distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. A separate table must be used for each class of share. Continuation pages Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.
	ACH SHAKE RANKS EQUALLY FOR ANY DIVIDEND SCLARED. DISTRIBUTION RIGHTS ON A WINDING UP SHAKE RANKS EQUALLY FOR ANY DISTRIBUTION ANDE ON A WINDING UP.

INO1 Application to register a company

Class of share	OPrescribed particulars of rights
Prescribed particulars	O Prescribed particulars of rights attached to shares The particulars are: a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. A separate table must be used for each class of share. Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital. Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings
Please list the company's subscribers
in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
NAME MACROBERTS CORPORATE SERVICES LIMITED	ORDINARY	1.	FOUNDS STORLING	£1.00		£1.00
CAPELLA BUILDING (FLOOR) 60 YORK STREET						
GLASGOW G2 8JX						
Name						
Address						
						`
Name						
Address						
Name						
Address					_	
Name						
Address						

	INO1 - Application to register a company	
Part 4	Statement of guarantee	
	Is your company limited by guarantee?	-
	→ Yes Complete the sections below.	
	→ No Go to Part 5 (Statement of compliance).	
G1	Subscribers	
_	Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.	Name Please use capital letters. Address
	I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:	The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.
	- payment of debts and liabilities of the company contracted before I	❸ Amount guaranteed Any valid currency is permitted.
	cease to be a member; - payment of costs, charges and expenses of winding up, and; - adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.	Continuation pages Please use a 'Subscribers' continuation page if necessary.
	Subscriber's details	-
Forename(s) •		
Surname •		-
Address •		-
Postcode		
Amount guaranteed 9		-
	Subscriber's details	-
Forename(s) •		-
Surname •		-
Address •		- -
Postcode		
Amount guaranteed		
	Subscriber's details	-
Forename(s) •		-
Surname •		-
Address •		-
Postcode		
Amount guaranteed		-

INO1 Application to register a company

	Subscriber's details	• Name
Forename(s) •		Please use capital letters.
Surname •		• Address The addresses in this section will
Address •		appear on the public record. They do not have to be the subscribers' usual residential address.
Postcode		Amount guaranteed Any valid currency is permitted.
Amount guaranteed		Continuation pages
	Subscriber's details	Please use a 'Subscribers' continuation page if necessary.
Forename(s) •		
Surname •		
Address 2	·	
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname •		
Address 2		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname •		
Address 2		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname •		
Address 👁		
Postcode		
Amount guaranteed		
		1

Part 5	Statement of compliance	
	This section must be completed by all companies.	
	Is the application by an agent on behalf of all the subscribers?	
	 → No Go to Section H1 (Statement of compliance delivered by the subscribers). → Yes Go to Section H2 (Statement of compliance delivered by an agent). 	
H1	Statement of compliance delivered by the subscribers •	
	Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.	Statement of compliance delivered by the subscribers Every subscriber to the memorandum of association must
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.	sign the statement of compliance.
Subscriber's signature	Signature X	

INO1 Application to register a company

Subscriber's signature	Signature	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.
Subscriber's signature	1 4	X
Subscriber's signature	Signature X	×
Subscriber's signature	L •	_ x
H2	Statement of compliance delivered by an agent	
	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.	
Agent's name	KERRY HENDERSON	_
Building name/number		_
Street	SEMPLE STREET	
Post town	EDNBURGH	_
County/Region		_
Postcode	EH3 8BL	
Country	UNITED KINGDOM	_
Country		I
country	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.	_

Application to register a company

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name KERRY HENDERSON		
Company name MACROBERTS LLP		
Address 30 SEMPLE STREET		
Post town EDINBURGH		
County/Region		
Postcode E H 3 8 B L		
Country		
DX		
Telephone 0131 248 2121		
✓ Certificate		

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A6). \square At the agents address (Given in Section H2).
- Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- You have used the correct appointment sections.
- Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☑ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- You have enclosed the Memorandum of Association.
- ☑ You have enclosed the correct fee.

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

How to pay

A fee is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.companieshouse.gov.uk

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales: The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ. DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF. DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland: The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG. DX 481 N.R. Belfast 1.

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below: The Registrar of Companies, PO Box 4082,

Further information

Cardiff, CF14 3WE.

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of Home PLAN MAINTENANCE 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 by each subscriber

MACROBERTS CORPORATE SERVICES LTD

Authentication by each subscriber

Dated 9 OTAGE 2014