

FILE COPY



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

Company Number **572895**

The Registrar of Companies for Scotland, hereby certifies that

GUARDHOUSE STUDIOS SCOTLAND 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 Scotland

Given at Companies House, Edinburgh, on **4th August 2017**



* NSC572895R *



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **04/08/2017**

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Company Name in full:

GUARDHOUSE STUDIOS SCOTLAND LTD

Company Type:

Private company limited by shares

Situation of Registered Office:

Scotland

Proposed Registered Office Address:

**FIFTH FLOOR QUARTERMILE TWO
2 LISTER SQUARE
EDINBURGH
SCOTLAND EH3 9GL**

Sic Codes:

99999

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director 1

Type: **Person**

Full Forename(s): **MR AUSTIN**

Surname: **FLYNN**

Former Names:

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

Country/State Usually Resident: **SCOTLAND**

Date of Birth: ****/10/1967** *Nationality:* **BRITISH**

Occupation: **SOLICITOR**

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

Company Director 2

Type: **Corporate**

Name: **MORTON FRASER DIRECTORS LIMITED**

Principal / Business Address: **5TH FLOOR QUARTERMILE TWO
2 LISTER SQUARE
EDINBURGH
SCOTLAND EH3 9GL**

European Economic Area (EEA) Company

Register Location: **SCOTLAND**

Registration Number: **SC157556**

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

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	1
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<i>Prescribed particulars</i>			

**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
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

<i>Name:</i>	MORTON FRASER DIRECTORS LIMITED	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	5TH FLOOR QUARTERMILE TWO 2 LISTER SQUARE EDINBURGH SCOTLAND EH3 9GL	<i>Number of shares:</i>	1
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

Persons with Significant Control (PSC)

Statement of initial significant control

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

Relevant Legal Entity (RLE) details

Company Name: **MORTON FRASER DIRECTORS LIMITED**

Service Address: **5TH FLOOR QUARTERMILE TWO
2 LISTER SQUARE
EDINBURGH
SCOTLAND
EH3 9GL**

Legal Form: **PRIVATE COMPANY LIMITED BY SHARES**

Governing Law: **COMPANIES ACT 2006**

Register Location: **REGISTER OF COMPANIES**

Country/State: **SCOTLAND**

Registration Number: **SC157556**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in 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.

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: **MORTON FRASER LLP**

Agent's Address: **5TH FLOOR QUARTERMILE TWO
2 LISTER SQUARE
EDINBURGH
SCOTLAND
EH3 9GL**

Authorisation

Authoriser Designation: **agent** *Authenticated* **YES**

Agent's Name: **MORTON FRASER LLP**

Agent's Address: **5TH FLOOR QUARTERMILE TWO
2 LISTER SQUARE
EDINBURGH
SCOTLAND
EH3 9GL**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of GUARDHOUSE STUDIOS SCOTLAND 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
MORTON FRASER DIRECTORS LIMITED	Authenticated Electronically

Dated: 04/08/2017