

FILE COPY



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

Company Number **691618**

The Registrar of Companies for Scotland, hereby certifies that

**MELLOW GROUP 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 **9th March 2021**



\*NSC691618M\*



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: **08/03/2021**

X9ZSW28I

*Company Name in full:*

**MELLOW GROUP LTD**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**Scotland**

*Proposed Registered Office Address:*

**54 BOGLILY ROAD  
KIRKCALDY  
SCOTLAND KY2 5NF**

*Sic Codes:*

**41100  
68100  
41202**

*I wish to entirely adopt the following model articles:*

**Private (Ltd by Shares)**

*Company Director* 1

*Date of Birth:*    **\*\*/01/1964**                      *Nationality:*        **BRITISH**  
*Occupation:*     **BUILDER**

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

*Company Director* 2

Type:	Corporate
Name:	KIRKCALDY ONE LIMITED
Principal / Business Address:	54 BOGLILY ROAD KIRKCALDY SCOTLAND KY2 5NF

**UK Limited Company**

Registration Number: **SC481338**

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

*Company Director*      3

*Type:*                              **Corporate**  
*Name:*                            **KIRKCALDY TWO LIMITED**  
*Principal / Business*        **22A SOUTHERTON ROAD**  
*Address:*                        **KIRKCALDY**  
   **SCOTLAND KY2 5NB**

**UK Limited Company**

*Registration Number:*                              **SC481339**

*The subscribers confirm that the corporate body 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>3</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>3</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>3</b>
		<i>Total aggregate nominal value:</i>	<b>3</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## ***Initial Shareholdings***

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*Name:* **KIRKCALDY ONE LIMITED**

*Address* **54 BOGLILY ROAD  
KIRKCALDY  
SCOTLAND  
KY2 5NF**

*Class of Shares:* **ORDINARY**

*Number of shares:* **1**

*Currency:* **GBP**

*Nominal value of each share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

*Name:* **KIRKCALDY TWO LIMITED**

*Address* **22A SOUTHERTON ROAD  
KIRKCALDY  
SCOTLAND  
KY2 5NB**

*Class of Shares:* **ORDINARY**

*Number of shares:* **1**

*Currency:* **GBP**

*Nominal value of each share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

*Name:* **MELLOW HOMES LIMITED**

*Address* **BURNSIDE OF  
CASSENDILLY FARM  
CUPAR  
SCOTLAND  
KY15 5PP**

*Class of Shares:* **ORDINARY**

*Number of shares:* **1**

*Currency:* **GBP**

*Nominal value of each share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

## ***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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## ***Relevant Legal Entity (RLE) details***

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*Company Name:* **KIRKCALDY TWO LIMITED**

*Service Address:* **22A SOUTHERTON ROAD  
KIRKCALDY  
SCOTLAND  
KY2 5NB**

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

*Governing Law:* **COMPANIES ACT 2006**

*Register Location:* **UK REGISTER OF COMPANIES**

*Country/State:* **UNITED KINGDOM**

*Registration Number:* **SC481339**



<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.</b>

## ***Relevant Legal Entity (RLE) details***

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*Company Name:* **MELLOW HOMES LIMITED**

*Service Address:* **BURNSIDE OF CASSENDILLY FARM  
CUPAR  
SCOTLAND  
KY15 5PP**

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

*Governing Law:* **COMPANIES ACT 2006**

*Register Location:* **UK REGISTER OF COMPANIES**

*Country/State:* **UNITED KINGDOM**

*Registration Number:* **SC586671**

<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.</b>

## ***Relevant Legal Entity (RLE) details***

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*Company Name:* **KIRKCALDY ONE LIMITED**

*Service Address:* **54 BOGLILY ROAD  
KIRKCALDY  
SCOTLAND  
KY2 5NF**

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

*Governing Law:* **COMPANIES ACT 2006**

*Register Location:* **UK REGISTER OF COMPANIES**

*Country/State:* **UNITED KINGDOM**

*Registration Number:* **SC481338**

<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity 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.*

*Name:* **KIRKCALDY ONE LIMITED**

*Authenticated* **YES**

*Name:* **KIRKCALDY TWO LIMITED**

*Authenticated* **YES**

*Name:* **MELLOW HOMES LIMITED**

*Authenticated* **YES**

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## ***Authorisation***

*Authoriser Designation:* **subscriber**

*Authenticated* **YES**

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# COMPANY HAVING A SHARE CAPITAL

## Memorandum of Association of MELLOW GROUP 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
KIRKCALDY ONE LIMITED	Authenticated Electronically
KIRKCALDY TWO LIMITED	Authenticated Electronically
MELLOW HOMES LIMITED	Authenticated Electronically

Dated: 08/03/2021