



FILE COPY

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

Company No. 6601177

The Registrar of Companies for England and Wales hereby certifies that

SHINING STARS CHILDREN'S SERVICES LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **23rd May 2008**



N06601177F



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

1050

N/M

Memorandum of Association

The Companies Acts 1985 to 1989 Private Company Limited by Shares

Memorandum of Association of Shining Stars Children's Services Limited

1. The name of the Company is Shining Stars Children's Services Limited
2. The registered office of the Company is in England and Wales.
3. The object of the Company is to carry on business as a general commercial company.
4. The liability of the shareholders is limited.
5. The share capital of the Company is [£1,000], divided into [1,000] shares of £1 each.

We, the persons named below as subscribers, wish to form a company on the terms set out in this memorandum and we agree to take the number of shares shown opposite our respective names.

Signatures, names and addresses Number of subscribers shares taken by each subscriber

1. Signature 

Name DIANE VERNON

Address 22B WALLACE ROAD, BRADLEY, BILSTON
WEST MIDLANDS. WV14 8BX

Total shares taken 1 (ONE)

THURSDAY



A32

A801QZXT

22/05/2008

312

COMPANIES HOUSE

2. Signature _____

Name _____

Address _____

Total shares taken _____

3. Signature _____

Name _____

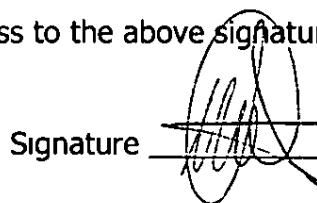
Address _____

Total shares taken _____

Dated this 14th day of May 2008

Witness to the above signatures

Signature



Date:

14 May 2008

Name

MARK TUCKER

Address

WOLVERHAMPTON SCIENCE PARK
ALAISTER DRIVE
WITON
WV10 9RU

Articles of Association of Shining Stars Children's Services Limited

1. Table A

Except as varied by or inconsistent with these Articles, Table A in the schedule to The Companies Act (Tables A to F) Regulations 1985, SI 1985/805 amended by SI 1985/1052 ('Table A') is to apply to the company.

2. Shareholders

2.1 The company may have one shareholder.

2.2 A vote on a resolution is to be decided by a show of hands, unless any shareholder present in person or by proxy demands a poll, whether before or after the show of hands.

2.3 A proxy can vote on a show of hands.

3. Directors

3.1 The company may have a sole director and there is to be no maximum number of directors. Regulation 64 of Table A does not apply.

3.2 All directors are entitled to receive notice of directors' meetings. The minimum notice period is seven days, unless all directors agree otherwise.

4. Allotment of shares

The directors have general and unconditional authority to allot ordinary shares of £1 each in the capital of the company up to a maximum amount of £10,000. This authority continues for five years from the date on which these Articles are adopted. The directors do not have authority to create any other class of shares. Share certificates do not require a seal.

5. Transfer of shares

5.1 A shareholder ('the seller') intending to transfer shares ('the sale shares') is to give written notice of their intention ('the transfer notice') to the

directors. The transfer notice is to specify the number of the sale shares and the seller's proposed price for them.

5.2 By virtue of the transfer notice, the seller is deemed to appoint the directors as the seller's agent for purposes of transfer of the sale shares.

5.3 Within 14 days of receiving the transfer notice, the directors are to give written notice ('offer notice') to shareholders (other than the seller) offering each of them the sale shares as nearly as possible in proportion to their existing shareholdings. Where an equal division is impossible, the directors may offer any remaining sale shares to shareholders in whatever proportions the directors decide. The offer notice is to state:

5.3.1 the total number of sale shares, and the number available to the individual shareholder

5.3.2 the seller's proposed price per sale share

5.3.3 what the shareholder is to do if that shareholder does not agree the price per share, and the time limit for doing so

5.3.4 what the shareholder must do to buy all or some of the sale shares offered to them, and the time limit for doing so.

5.4 If any shareholder does not agree the seller's proposed price per share that shareholder is, within 14 days of receiving the offer notice, to give written notice of objection ('notice of objection') to the directors. Upon receiving a notice of objection, the directors are immediately to notify other shareholders in writing of the notice of objection.

5.5 Upon receiving a notice of objection, the directors are also immediately to instruct the company's auditor to fix a fair price per share for the sale shares (which is to be the same price for all sale shares of the same class). The auditor is to act as an expert, and the auditor's determination, which is to be made in writing, is to be final and binding. The auditor's fees are to be paid by the company. If the company does not have an auditor, the determination is to be made by an independent chartered accountant appointed by the directors. Within seven days of receiving the auditor's determination, the directors are to give shareholders written notice of the new price per share ('the amended offer notice').

5.6 A shareholder wishing to buy sale shares must give written notice ('acceptance notice') to the directors. If no notice of objection is given, the

acceptance notice must be given not earlier than 15 days and not later than 28 days after the date of the offer notice. If notice of objection is given, the acceptance notice must be given not earlier than the date of the amended offer notice and not later than 28 days after the date of the amended offer notice. An acceptance notice creates a binding contract for sale and purchase of the relevant sale shares. Completion of the transfer of the relevant sale shares is to take place within 28 days of the acceptance notice.

5.7 If, after the time limit for acceptance expires, any sale shares have not been accepted, they are to be re-offered to shareholders (other than the seller) in proportion to their new shareholdings.

5.8 If there are sale shares which no shareholder wants to accept, the seller has the right to sell them to whoever will buy them and at whatever price.

5.9 A shareholder is deemed to serve an irrevocable transfer notice if that shareholder transfers or purports to transfer shares in breach of this Article, or if a bankruptcy order is made against the shareholder. Where this happens, the price of the sale shares is to be determined by the company auditor or, if there is no auditor, by an independent chartered accountant.

5.10 The pre-emption provisions in this Article do not apply:

5.10.1 to any transfer by a personal representative to any person entitled to shares under the will or intestacy of a deceased shareholder

5.10.2 on the death of a joint shareholder, to any transfer of the jointly held shares into the name of the survivor.

6. Retirement and removal of directors

6.1 The directors do not have to retire by rotation.

6.2 A director is deemed to retire if

6.2.1 his contract of employment with the company ends

6.2.2 he is convicted of a crime of dishonesty or violence

6.2.3 he no longer has the mental capacity to manage his own affairs and a certificate to this effect is signed by two doctors.

7. Proceedings at shareholder meetings

7.1 If the number of shareholders is more than one, two shareholders must be present to form a quorum. Otherwise, the quorum is to be one.

7.2 The chairman is not to have a second or casting vote.

7.3 The shareholders may participate in a meeting by conference telephone, video link or internet relay chatroom.

8. Proceedings at directors' meetings

8.1 If the number of directors is more than one, two directors must be present to form a quorum. Otherwise, the quorum is to be one.

8.2 The chairman is not to have a second or casting vote.

8.3 The directors may participate in a meeting by conference telephone, video link or internet relay chatroom.

8.4 If a director has disclosed an interest in writing to the company, that director can be counted in the quorum and may vote on any resolution concerning the matter in which that director has an interest.

8.5 The directors must keep minutes of all meetings either in readable form or in a form from which a readable version can be made, but they do not need to do so in bound books as long as they take precautions to prevent and detect falsification. Minutes of shareholders' meetings must be available for inspection at the company's registered office.

9. Directors' pensions, insurance and gratuities

The directors have the power to provide themselves and/or former directors, including non-executive directors, with pensions and/or insurances and/or gratuities, and they are to have the right to retain any benefit which they receive. Regulation 87 of Table A does not apply.

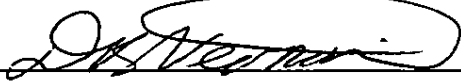
10. Notices

Written notices may be given by hand, by post, by fax, by e-mail or by short text message.

11. Directors' liability insurance

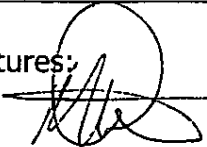
The directors are to have the power to effect insurance for the benefit of themselves and/or former directors against any liability which they may incur for acts or omissions while carrying out or purporting to carry out their duties.

Signatures, names and addresses of subscribers

1. Signature 
Name DIANE VERNON
Address 22B WALLACE ROAD
BRADLEY, BILSTON, WEST MIDLANDS. WU14 8BY
2. Signature _____
Name _____
Address _____
3. Signature _____
Name _____
Address _____

Dated this 14th day of May 2008

Witness to the above signatures:

Signature  Date: 14 May 2008

Name MARK TUCKER

Address WOLVERHAMPTON SCIENCE PARK
GLASHOL DRIVE
W1TON
WV10 9RU



Companies House

-- for the record --

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

SHINING STARS CHILDRENS SERVICES
LIMITED

I, DIANE BEVERLEY VERNON
of 22B WALLACE ROAD, BRADLEY, BILSTON
WEST MIDLANDS, WV14 8BY

† Please delete as appropriate

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

[Signature]

Declared at

31 Waterloo Road, Wolverhampton

Day Month Year

On

14/05/2008

• Please print name

before me •

A.S. EVANS

Signed

[Signature]

Date

14/05/08

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

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



HALL PRATT & PRITCHARD
SOLICITORS

2ND FLOOR WATERLOO COURT
31 WATERLOO ROAD
WOLVERHAMPTON WV1 4DQ
Tel

DX number 10415

DX exchange WOLVERHAMPTON

Companies House receipt date barcode

This form has been provided free of charge
by Companies House

10/03

When you have completed and signed the form please send it to the Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

DX 235 Edinburgh

for companies registered in Scotland

or LP - 4 Edinburgh 2



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

INC 90530 MD

10

First directors and secretary and intended situation of
registered office

Company Name in full

SHINING STARS CHILDREN'S
SERVICES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

22B WALLACE ROAD

BRADLEY

Post town

BILSTON

County / Region

WEST MIDLANDS

Postcode

WV14 8BX

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

☐

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information that
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Tel

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for companies registered in Scotland

DX 33050 Cardiff

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Company name	SHINING STARS CHILDREN'S SERVICES		
NAME	*Style / Title	MISS	*Honours etc
Forename(s)	INEZ ELIZABETH		
Surname	PARILES		
Previous forename(s)			
Previous surname(s)			
Address ††	17 LOXDALE STREET		
	BRADLEY		
Post town	BILSTON		
County / Region	WEST MIDLANDS	Postcode	WV14 0PJ
Country	U.K.		

I consent to act as secretary of the company named on page 1

Consent signature

S Parkes

Date

29/4/08

Directors (see notes 1-5)

Please list directors in alphabetical order

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME	*Style / Title		*Honours etc	
Forename(s)				
Surname				
Previous forename(s)				
Previous surname(s)				
Address ††				
Post town				
County / Region		Postcode		
Country				
Date of birth	Day	Month	Year	Nationality
Business occupation				
Other directorships				
I consent to act as director of the company named on page 1				
Consent signature				Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<u>MISS</u>		*Honours etc	
* Voluntary details	Forename(s)	<u>DIANE BRUCELEY</u>			
	Surname	<u>VERNON</u>			
	Previous forename(s)	<u>—</u>			
	Previous surname(s)	<u>—</u>			
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address	Address ††	<u>22B WALLACE ROAD</u>			
		<u>BRADLEY</u>			
	Post town	<u>BILSTON</u>			
	County / Region	<u>WEST MIDLANDS</u>	Postcode	<u>WV14 8BX</u>	
	Country	<u>U.K.</u>			
	Date of birth	Day	Month	Year	Nationality
		<u>01</u>	<u>11</u>	<u>1965</u>	<u>BRITISH</u>
	Business occupation	<u>CHILD MINDER</u>			
	Other directorships	<u>—</u>			
		<u>—</u>			
	I consent to act as director of the company named on page 1				
	Consent signature	<u><i>D. Vernon</i></u>		Date	<u>29/4/08</u>

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

J. Parkes

Date

14/5/08

Signed

D. Vernon

Date

14/5/08

Signed

—

Date

—

Signed

—

Date

—

Signed

—

Date

—

Signed

—

Date

—

Signed

—

Date

—

Notes

- 1 Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s)

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line

Give previous forename(s) or surname(s) except that

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it

Address

Give the usual residential address

In the case of a corporation or Scottish firm give the registered or principal office

Subscribers

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s)

- 2 Directors known by another description

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council

- 3 Directors details

- Show for each individual director the director's date of birth, business occupation and nationality
The date of birth must be given for every individual director.

- 4 Other directorships

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director

- 5 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors