



**FILE COPY**

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

Company No. 6767116

The Registrar of Companies for England and Wales hereby certifies that

**FUNDERS OF EDUCATIONAL EXCELLENCE LTD**

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

Given at Companies House on **5th December 2008**



**\*N06767116L\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

**MEMORANDUM of ASSOCIATION**

1. The name of the company is:

**FUNDERS OF EDUCATIONAL EXCELLENCE LTD**

2. The registered office of the company will be situated in England &amp; Wales

3. The objects for which the Company is established are:

3.1 to carry on the business of a General Commercial Company

3.2 to design manufacture and deal in any materials, articles or components and to provide any services which may be required for the purposes of a business of the above description or which may be conveniently or advantageously made or supplied in connection with it.

3.3 to promote and to acquire all or any of the share or loan capital of any company wherever incorporated and engaging or proposing to engage in any activity or interest in which it appears likely to be advantageous to the company; to provide administrative financial and the other services and facilities for any company in which the Company is interested or for any other persons and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit including the share or loan capital or other obligation of anybody corporate.

3.4 to acquire all types property including without limitation freehold or leasehold property

3.5 to borrow or raise money in any manner and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the company, and in particular by the issue of debentures secured on all or any of the Company's property (both present and future) including its uncalled capital; and to purchase, redeem or pay off any securities.

3.6 to do all or any of the above things either alone or as a member of a partnership trading group or consortium and in any part of the world

3.7 to do all or such other things as may appear incidental or conducive to the pursuit or attainment of any of the above objects or to the exercise of any power (whether express or implied) possessed by the Company.

4. The liability of the members is limited

5. The share capital of the Company is £1000.00 divided into 1000 ordinary shares of £1.00 each

FRIDAY

A33 \*A5IUD5EN\* 05/12/2008 209  
COMPANIES HOUSE

We the Subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares specified opposite our respective names

**Name and Address**

Mrs. OuYang Hong

Flat 3, 8 Huntley Road, Liverpool L6 3AJ

**Number of Shares Taken**

1

Mr. Kenneth Lampkin

Flat 3, 8 Huntley Road, Liverpool L6 3AJ

1

**TOTAL Shares Taken**

2

**Name & Address of Witness**

Ms. Cathy Yu

China Red – Specialist in Legal Consultancy

Business Centre, 1<sup>st</sup> Floor, Maxwell House, Liverpool Innovation Park, Liverpool L7 9NJ

4/12/08

**ARTICLES of ASSOCIATION**

**FUNDERS OF EDUCATIONAL EXCELLENCE LTD**

**1. Preliminary**

- 1.1 The regulations constituting Table A in the Schedule to the Companies Acts (Table A to F) Regulations 1985 (Table A) shall apply to the Company except in so far as they are excluded or varied by these Articles.
- 1.2 Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meaning so defined.

**2. Share Capital**

- 2.1 The Share Capital of the Company is £1000 divided into 1000 Ordinary Shares of £1.00 each
- 2.2 In the regulation 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the company may by special resolution determine"

**3. Lien and Forfeiture**

- 3.1 The lien conferred by Regulation 8 of Table A shall attach to fully paid as well as partly paid shares and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company, The registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share
- 3.2 In the regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it", and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares"

**4. Transfer of Shares**

Regulation 24 of Table A shall not apply

**5. Alteration of Share Capital**

- 5.1 In regulation 32 of Table A there shall be inserted after the words "the resolution may" in paragraph (c) the parenthesis "(if it is a special resolution)"
- 5.2 In regulation 33 of Table A the parenthesis "(including subject to the provisions of the Act, the Company)" shall be omitted

**6. Votes of Members**

- 6.1 In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the words "present in person or by proxy"
- 6.2 In regulation 61 of Table there shall be substituted for the words following "the instrument appointing a proxy shall be in" the words "any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used"

**7. Number of Directors**

The number of Directors shall not be less than one

**8. Appointment and Retirement of Directors**

Regulation 73 to 80 of Table A shall not apply to the Company

**9. Proceedings of Directors**

Regulation 94 shall not apply to the Company

**10. Disqualified Directors**

In Regulation 81 of Table A there shall be inserted in paragraph (d) after the words "to the Company" the words "left at the office"

COMPANIES ACTS 1985 & 1989-PRIVATE COMPANY LIMITED BY SHARES

**11. Dividends**

In Regulation 104 of Table A, there shall be inserted after the words "as from a particular date" the words "or a particular event"

**Name and Address of Subscriber(s)**

Mrs. OuYang Hong

Flat 3, 8 Huntley Road, Liverpool L6 3AJ

Mr. Kenneth Lampkin

Flat 3, 8 Huntley Road, Liverpool L6 3AJ

**Name & Address of witness**

Cathy Yu

China Red – Specialist in Legal Consultancy

Business Centre, 1<sup>st</sup> Floor

Maxwell House

Liverpool Innovation Park

Liverpool L7 9NJ



4/12/08

04/Dec/08

04. Dec. 2008



**Companies House**

— for the record —

# 12

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

**Company Name in full**

Funders of Educational Excellence Ltd

I, **Ou Yang Hong**

of **Flat 3, 8 Huntley Road, Liverpool L6 3AJ**

† 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**

*[Handwritten signature]*

Declared at

1st Flr, Maxwell House, Liverpool Innovation Park, Edge Lane L7 9NJ

Day Month Year

On

04 12 2008

❶ Please print name.

before me ❶

*Cathy Yu*

**Signed**

*[Handwritten signature]*

**Date**

4/12/08

† 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.

Companies House receipt date barcode

***This form has been provided free of charge  
by Companies House.***

Form revised 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  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2



**Companies House**

— for the record —

# 10

*Please complete in typescript,  
or in bold black capitals.*

**CHWP000**

Notes on completion appear on final page

**First directors and secretary and intended situation of  
registered office**

**Company Name in full**

Funders of Educational Excellence Ltd

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

Flat 3, 8 Huntley Road

Post town

Liverpool

County / Region

Merseyside

Postcode

L6 3AJ

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

China Red - Specialist in Legal Consultancy

Address

First Floor, Business Centre, Maxwell House

Liverpool Innovation Park, Edge Lane

Post town

Liverpool

County / Region

Merseyside

Postcode

L7 9NJ

Number of continuation sheets attached

You do not have to give any contact  
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Tel	
DX number	DX exchange

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v 10/03

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or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

## Company Secretary (see notes 1-5)

Company name Funders of Educational Excellence Ltd

NAME \*Style / Title

Mr.

\*Honours etc

\* Voluntary details

Forename(s)

Kenneth

Surname

Lampkin

Previous forename(s)

Previous surname(s)

Address \*\*

Flat 3, 8 Huntley Road

\*\* 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.

☐

Post town

Liverpool

County / Region

Merseyside

Postcode

L6 3AJ

Country

United Kingdom

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

Consent signature

Date

4/12/2008

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Mrs

\*Honours etc

Forename(s)

Hong

Surname

Ou Yang

Previous forename(s)

Previous surname(s)

Address \*\*

Flat 3, 8 Huntley Road

\*\* 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.

☐

Post town

Liverpool

County / Region

Merseyside

Postcode

L6 3AJ

Country

United Kingdom

Day Month Year

Date of birth

1 8 0 7 1 9 6 8

Nationality

Chinese

Business occupation

Business Advisor

Other directorships

N/A

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

Consent signature

Date

4/12/08

## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	<input type="text"/>	<b>*Honours etc</b>	<input type="text"/>						
<b>* Voluntary details</b>		<b>Forename(s)</b> <input type="text"/>								
		<b>Surname</b> <input type="text"/>								
		<b>Previous forename(s)</b> <input type="text"/>								
		<b>Previous surname(s)</b> <input type="text"/>								
<b>Address</b> <sup>††</sup>		<input type="text"/>								
<input type="checkbox"/>		<input type="text"/>								
<b>Post town</b>		<input type="text"/>								
<b>County / Region</b>		<input type="text"/>	<b>Postcode</b>	<input type="text"/>						
<b>Country</b>		<input type="text"/>								
<b>Date of birth</b>		<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	<b>Nationality</b>	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<input type="text"/>								
<b>Business occupation</b>		<input type="text"/>								
<b>Other directorships</b>		<input type="text"/>								
		<input type="text"/>								
I consent to act as director of the company named on page 1										
<b>Consent signature</b>		<input type="text"/>	<b>Date</b>	<input type="text"/>						

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).

<b>Signed</b>	<input type="text" value="A. A. A. A. A."/>	<b>Date</b>	<input type="text" value="04/12/08"/>
<b>Signed</b>	<input type="text" value="B. B. B. B. B."/>	<b>Date</b>	<input type="text" value="4/12/2008"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
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