

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **11246990**

The Registrar of Companies for England and Wales, hereby certifies that

APFM UK 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 England and Wales

Given at Companies House, Cardiff, on **10th March 2018**



* N11246990J *



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: **08/03/2018**

X719YNT6

Company Name in full:

APFM UK LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**BROADBENT HOUSE 65 GROSVENOR STREET
LONDON
ENGLAND W1K 3JH**

Sic Codes:

**87300
63120**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **SEAN DAVIS**

Surname: **KELL**

Former Names:

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

Country/State Usually **USA**

Resident:

Date of Birth: ****/10/1968**

Nationality: **AMERICAN**

Occupation: **CHIEF
EXECUTIVE**

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

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	100
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	100
<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>	100
		<i>Total aggregate nominal value:</i>	100
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **A PLACE FOR MOM INC**

Address **701 5TH AVENUE
SUITE 3200
SEATTLE
WASHINGTON**

Class of Shares: **ORDINARY**

Number of shares: **100**

Currency: **GBP**

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

Amount unpaid: **0**

Amount paid: **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: **A PLACE FOR MOM INC**

Service Address: **701 5TH AVENUE
SUITE 3200
SEATTLE
WASHINGTON
USA**

Legal Form: **C CORPORATION**

Governing Law: **DELAWARE LAW**

Register Location: **DELAWARE**

Country/State: **USA**

Registration Number: **4103485**

<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 has the right, directly or indirectly, to appoint or remove a majority of the board of directors of 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.

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: **CAPSTICKS SOLICITORS LLP**

Agent's Address: **1 ST. GEORGES ROAD
LONDON
UNITED KINGDOM
SW19 4DR**

Authorisation

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

Agent's Name: **CAPSTICKS SOLICITORS LLP**

Agent's Address: **1 ST. GEORGES ROAD
LONDON
UNITED KINGDOM
SW19 4DR**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of APFM UK 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
A Place for Mom Inc	Authenticated Electronically

Dated: 08/03/2018