

#### **FILE COPY**

# CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7226637

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

## **KEITH, BAYLEY, ROGERS (NO.1) 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/Wales

Given at Companies House on 17th April 2010



\*N07226637K\*





In accordance with Section 9 of the Companies Act 2006

# **IN01**

Application to register a company



A fee is payable with this form Please see 'How to pay' on the last page

What this form is for You may use this form to register a private or public company

X What this form is NOT for You cannot use this form to regi a limited liability partnership To this, please use form LL IN01



15/04/2010

**COMPANIES HOUSE** 

Part 1	Company	details
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→ Filling in this form Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by \*

		- Speciment or marriage by			
A1	Company details				
	Please show the proposed company name below	Duplicate names     Duplicate names are not permitted A			
Proposed company	Keith, Bayley, Rogers (No 1) Limited	list of registered names can be found on our website. There are various rules			
manie iii idii 🗸	<u> </u>	that may affect your choice of name More information is available at			
For official use		www.companieshouse.gov.uk			
A2	Company name restrictions o				
	Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body	② Company name restrictions  A list of sensitive or restricted word or expressions that require consent can be found in guidance available			
	I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response	on our website www.companieshouse.gov.uk			
A3	Exemption from name ending with 'Limited' or 'Cyfyngedig' o				
_	Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative	Name ending exemption Only private companies that are limited by guarantee and meet o			
	I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative	specific requirements are eligible apply for this For more details, please go to owebsite www.companieshouse.gov.uk			
A4	Company type •				
_	Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)	• Company type  If you are unsure of your company's type, please go to our website			
	Public limited by shares	www.companieshouse.gov.uk			
	Private limited by shares				
	Private limited by guarantee				
	Private unlimited with share capital				
	Private unlimited without share capital				

	INO1 Application to register a company	
A5	Situation of registered office o	
	Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)  England and Wales  Wales  Scotland  Northern Ireland	● Registered office Every company must have a registered office and this is the address to which the Registrar will send correspondence For England and Wales companies, the address must be in England or Wales For Welsh, Scottish or Northern Ireland companies, the address must
		be in Wales, Scotland or Northern Ireland respectively
A6	Registered office address 🛭	
	Please give the registered office address of your company	Registered office address You must ensure that the address
Building name/number	2nd Floor, Finsbury Tower	shown in this section is consistent with the situation indicated in
Street	103-105 Bunhill Row	section A5
		You must provide an address in England or Wales for companies to
Post town	London	be registered in England and Wales You must provide an address in
County/Region Postcode	ECIY 8 L Z	Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively
A7	Articles of association o	
	Please choose one option only and tick one box only	• For details of which company type can adopt which model articles,
Option 1	I wish to adopt one of the following model articles in its entirety Please tick only one box  ✓ Private limited by shares  ─ Private limited by guarantee  ─ Public company	please go to our website www.companieshouse gov.uk
Option 2	I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box.  Private limited by shares.  Private limited by guarantee.  Public company.	
Option 3	I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application	
A8	Restricted company articles o	
_	Please tick the box below if the company's articles are restricted	O Restricted company articles Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

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#### **Corporate secretary**

<u></u>	Company of the compan	<del></del>
C1	Corporate secretary appointments o	
	Please use this section to list all the corporate secretary appointments taken on formation	Additional appointments     If you wish to appoint more than one corporate secretary, please use the
Name of corporate body/firm		'Corporate secretary appointments' continuation page  Registered or principal address
Building name/number		This is the address that will appear on the public record. This address
Street		must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or
Post town		LP (Legal Post in Scotland) number
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)?	
	<ul> <li>→ Yes Complete Section C3 only</li> <li>→ No Complete Section C4 only</li> </ul>	
C3	EEA companies <sup>⊕</sup>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	● EEA  A full list of countries of the EEA can be found in our guidance
Where the company/ firm is registered •		www.companieshouse.gov.uk  This is the register mentioned in
		Article 3 of the First Company Law Directive (68/151/EEC)
Registration number		
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	Whore you have provided details of the register (including state) where the company or firm is registered,
Legal form of the corporate body or firm		you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered •		
Registration number		
<b>C</b> 5	Signature 9	
	I consent to act as secretary of the proposed company named in Section A1	<b>⊙</b> Signature
Signature	X X	The person named above consents to act as corporate secretary of the proposed company
	Į.	

Application to register a company

## Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors, one of which must be an individual

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1

#### Secretary

B1	Secretary appointments •	-
	Please use this section to list all the secretary appointments taken on formation For a corporate secretary, complete Sections C1-C5	O Corporate appointments  For corporate secretary appointments, please complete
Title*	Mrs	section C1-C5 instead of section B
Full forename(s)	Nicola Frances	Additional appointments
Surname	Board	If you wish to appoint more than one secretary, please use
Former name(s) 2		the 'Secretary appointments' continuation page
		◆ Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes
B2	Secretary's service address ®	
Building name/numb	per 2nd Floor, Finsbury Tower	Service address
Street	103-105 Bunhill Row	<ul> <li>This is the address that will appear on the public record. This does not have to be your usual residential address.</li> </ul>
Post town	London	Please state 'The Company's Registered Office' if your service
County/Region		address will be recorded in the proposed company's register
Postcode	ECIY8LZ	of secretaries as the company's
Country		registered office     If you provide your residential address here it will appear on the public record
В3	Signature @	
	I consent to act as secretary of the proposed company named in Section A1	O Signature The person named above consents
Signature	X Nicola Board.	to act as secretary of the proposed company

Application to register a company

#### Director

Director				
D1	Director appointments •			
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	• Appointments  Private companies must appoint at least one director who is an		
Title*	Mr	individual Public companies must appoint at least two directors, one of		
Full forename(s)	Simon David Lloyd	which must be an individual		
Surname	Frost	Please provide any previous names		
Former name(s) •		which have been used for business purposes in the last 20 years  Married women do not need to give former names unless previously used		
Country/State of residence 9	England	for business purposes  G Country/State of residence		
Nationality	British	This is in respect of your usual residential address as stated in		
Date of birth	d d d d d d d d d d d d d d d d d d d	section D4		
Business occupation (if any) •	Chartered Accountant	O Business occupation If you have a business occupation,		
(ii aliy) O		please enter here If you do not, please leave blank		
		Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page		
D2	Director's service address   Please complete the service address below You must also fill in the director's	<b>⊘</b> Service address		
	usual residential address in <b>Section D4</b>	This is the address that will appear on the public record This does not		
Building name/number	2nd Floor, Finsbury Tower	have to be your usual residential		
Street	103-105 Bunhill Row	address  Please state 'The Company's Registered Office' if your service		
Post town	London	<ul> <li>address will be recorded in the proposed company's register of</li> </ul>		
County/Region		<ul> <li>directors as the company's registered office</li> </ul>		
Postcode	ECIY8LZ	If you provide your residential address here it will appear on the		
Country		public record		
D3	Signature <sup>O</sup>			
	I consent to act as director of the proposed company named in Section A1	<b>O</b> Signature		
Signature	Signature X	The person named above consents to act as director of the proposed company		

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D1	Director appointments •	<del></del>
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	Appointments     Private companies must appoint     at least one director who is an
Title* Full forename(s)		individual Public companies must appoint at least two directors, one of which must be an individual
Surname		<b>⊘</b> Former name(s)
Former name(s) 2		Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes
Country/State of residence   Tesidence   T		© Country/State of residence
Nationality  Date of birth		This is in respect of your usual residential address as stated in Section D4
Business occupation (if any) <b>o</b>		Business occupation     If you have a business occupation,     please enter here If you do not,     please leave blank
		Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page
D2	Director's service address <sup>©</sup>	
	Please complete the service address below You must also fill in the director's usual residential address in <b>Section D4</b>	Service address This is the address that will appear
Building name/number		on the public record. This does not have to be your usual residential.
Street		address Please state 'The Company's
		Registered Office' if your service address will be recorded in the
Post town		proposed company's register of directors as the company's registered
County/Region		office
Postcode		If you provide your residential address here it will appear on the
Country		public record
D3	Signature <sup>©</sup>	
	I consent to act as director of the proposed company named in Section A1	<b>O</b> Signature
Signature	Signature X	The person named above consents to act as director of the proposed company

Application to register a company

#### **Corporate director**

E1	Corporate director appointments •		
	Please use this section to list all the corporate directors taken on formation	Additional appointments     If you wish to appoint more than one	
Name of corporate body or firm		corporate director, please use the 'Corporate director appointments' continuation page	
Building name/number		Registered or principal address This is the address that will appear	
Street		on the public record This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained	
Post town		within a full address), DX number or LP (Legal Post in Scotland) number	
County/Region		Er (Eegur 1931 in Seouding) nameer	
Postcode			
Country			
E2	Location of the registry of the corporate body or firm		
	Is the corporate director registered within the European Economic Area (EEA)?  → Yes Complete Section E3 only  → No Complete Section E4 only		
E3	EEA companies ®		
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	<b>O</b> EEA  A full list of countries of the EEA can be found in our guidance	
Where the company/ firm is registered		www.companieshouse.gov.uk  This is the register mentioned in	
		Article 3 of the First Company Law Directive (68/151/EEC)	
Registration number	<u> </u>		
E4	Non-EEA companies		
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	Where you have provided details of the register (including state) where the company or firm is registered,	
Legal form of the corporate body or firm		you must also provide its number in that register	
Governing law			
If applicable, where the company/firm is registered •			
If applicable, the registration number			
E5	Signature 9		
	I consent to act as director of the proposed company named in Section A1	Signature The person named above consents	
Signature	Signature X	to act as corporate director of the	

	Application to re	gister a company				
Part 3	Statement	of canital			1	
rari 3	Statement	<u> </u>	<del> </del>			
		y have share capital?  Inplete the sections belies	DIAC			
		to Part 4 (Statement				
F1	Share capital in	n pound sterling (	f)			
	able below to show	each class of shares he				
Class of shares (E g Ordinary/Preference etc	:)	Amount paid up on each share •	Amount (if any) unpaid on each share ①	Number of share	es <b>Q</b>	Aggregate nominal value
Ordinary		Nil	£1	2		£ 2
						£
						£
	•••				_	£
** "	. ,	• • • • • • • • • • • • • • • • • • • •	Totals	2		£ 2
F2	Share capital ır	other currencies	<del></del>	<u>'</u>		
Please complete a sep		any class of shares held currency	I in other currencies			
Currency		<del>-</del>	<del></del>			
Class of shares (E.g. Ordinary/Preference etc	:)	Amount paid up on each share •	Amount (if any) unpaid on each share •	Number of share	es 🛂	Aggregate nominal value
			Tatala			
			Totals	<u> </u>		
Eurrency		·				
Class of shares (E g Ordinary/Preference etc	.)	Amount paid up on each share	Amount (if any) unpaid on each share •	Number of share	es <b>v</b>	Aggregate nominal value
			Totals			
F3	Totals					
	issued share capita		d total aggregate nominal v	value of	Please	aggregate nominal value
otal number of shares	2	···				ent currencies separately For ole £100 + €100 + \$10 etc
fotal aggregate nominal value <b>O</b>	£2					
• Including both the nomi share premium		Number of shares issue nominal value of each	share Plea	tinuation Page se use a Statem e if necessary		pital continuation
Total number of issued s	hares in this class		pag	e it necessary		

Statement of capital (Prescribed particulars of rights attached to shares)				
Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2	• Prescribed particulars of rights attached to shares			
Ordinary	The particulars are a particulars of any voting rights,			
	of share shown in the statement of capital share tables in Sections F1 and F2  Ordinary  Each share carries one vote at general meetings of the Company			

Class of share	• Prescribed particulars of rights
Prescribed particulars	attached to shares  The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares  A separate table must be used for
	each class of share  Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

In accordance with Section 9 of the Companies Act 2006

# IN01 - continuation page Application to register a company

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P	-

#### Initial shareholdings

This section should only be completed by companies incorporating with share capital Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings
Please list the company's subscribers
in alphabetical order

	Class of share Ordinary	Number of shares	Currency	Nominal value of	Amount (if any)	Amount paid
		F		each share	unpaid	Amount paid
Name Simon Frost		2	GBP	£1	£2	Nil
		-				
			1			- "
_						
						, 2, , , , ,
						· <del>-</del>

	INO1 Application to register a company				
Part 4	Statement of guarantee				
	Is your company limited by guarantee?				
	→ Yes Complete the sections below				
	→ No Go to Part 5 (Statement of compliance)				
G1	Subscribers				
	Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below	Name     Please use capital letters      Address     The addresses in this section will appear on the public record They do not have to be the subscribers' usual residential address			
	I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for				
	- payment of debts and liabilities of the company contracted before I	Amount guaranteed     Any valid currency is permitted			
	cease to be a member, - payment of costs, charges and expenses of winding up, and, - adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below	Continuation pages Please use a 'Subscribers' continuation page if necessary			
	Subscriber's details	-			
Forename(s) •					
Surname •					
Address 9		-			
Postcode					
Amount guaranteed 9		-			
	Subscriber's details	-			
Forename(s) •		•			
Surname •		-			
Address <b>2</b>		-			
Postcode					
Amount guaranteed		-			
<del>_</del>	Subscriber's details	-			
Forename(s) •		-			
Surname •		-			
Address 😉		- <u> </u> -			
Postcode					
Amount guaranteed 9					

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-	Subscriber's details	<b>O</b> Name
Forename(s) •		Please use capital letters.
Surname <b>0</b>		Address     The addresses in this section will
Address @		appear on the public record They do not have to be the subscribers' usual
		residential address
Postcode		Amount guaranteed     Any valid currency is permitted
Amount guaranteed •		Continuation pages Please use a 'Subscribers'
	Subscriber's details	continuation page if necessary
Forename(s) •		-
Surname •		-
Address <b>9</b>		-
		_
Postcode		
Amount guaranteed •		_
	Subscriber's details	-
Forename(s) •		-
Surname •		_
Address 0		-
		-
Postcode		
Amount guaranteed 9		- [
	Subscriber's details	-
Forename(s) •		-
Surname <b>O</b>		
Address 0		-
		-
Postcode		
Amount guaranteed •		_
	Subscriber's details	-
Forename(s) •		-
Surname <b>0</b>		-
Address @		-
3. 523 -		-
Postcode		
Amount guaranteed €		-
, another guaranteed	1	

#### Statement of compliance Part 5 This section must be completed by all companies Is the application by an agent on behalf of all the subscribers? → No Go to Section H1 (Statement of compliance delivered by the subscribers) → Yes Go to Section H2 (Statement of compliance delivered by an agent) H1 Statement of compliance delivered by the subscribers • • Statement of compliance Please complete this section if the application is not delivered by an agent delivered by the subscribers for the subscribers of the memorandum of association Every subscriber to the memorandum of association must sign the statement of compliance I confirm that the requirements of the Companies Act 2006 as to registration have been complied with Subscriber's signature X X Subscriber's signature X X Subscriber's signature Signature X X Subscriber's signature X X Subscriber's signature X X Subscriber's signature Signature X X Subscriber's signature X Subscriber's signature X

	INO I										
	Applicat	iion to	regi	ster a	comp	oany					
Subscriber's signature	_Signature						•			×	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if
Subscriber's signature	Signature						,	<u>-</u>		×	more subscribers need to sign
Subscriber's signature	Signature					<del></del>				X	
Subscriber's signature	riber's signature					X					
H2	Statem	ent o	f cor	nplia	nce d	leliver	ed by	an agen	t		
	Please of the subs	omplet cribers	te this to the	section e mem	n if this orandu	s applica im of ass	ition is d sociation	delivered by n	y an agent fo	ir	
Agent's name											
Building name/number											
Street											
Post town						<del></del>					
County/Region				• •				· · · · ·			
Postcode											
Country		<u></u>			· .						
	I confirm				ents of	the Con	npanies	Act 2006 a	is to registra	tion	
Agent's signature	Signature						_			X	

Application to register a company

Presenter information	Important information				
You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form The contact information you give will be visible to searchers of the public record	Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses				
Contact name Nicola Board	£ How to pay				
Company name Keith, Bayley, Rogers & Co Limited	A fee of £20 is payable to Companies House to				
	register a company				
Address 2nd Floor, Finsbury Tower	Make cheques or postal orders payable to				
103-105 Bunhill Row	'Companies House'				
	☑ Where to send				
Post town London County/Region	You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below				
Postcode E C 1 Y 8 L Z  Country England  DX	For companies registered in England and Wales The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff				
Telephone 020 3100 8300	For companies registered in Scotland				
✓ Certificate	The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post)  For companies registered in Northern Ireland				
We will send your certificate to the presenters address (shown above) or if indicated to another address shown below  ☐ At the registered office address (Given in Section A6) ☐ At the agents address (Given in Section H2)					
✓ Checklist	The Registrar of Companies, Companies House, First Floor, Waterfront Plaza, 8 Laganbank Road,				
We may return forms completed incorrectly or with information missing	Belfast, Northern Ireland, BT1 3BS  DX 481 N R Belfast 1				
Please make sure you have remembered the following  You have checked that the proposed company name is available as well as the various rules that may affect your choice of name More information can be found in guidance on our website	Section 243 exemption If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE				
If the name of the company is the same as one already on the register as permitted by The Company	<i>i</i> Further information				
and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent You have used the correct appointment sections Any addresses given must be a physical location They cannot be a PO Box number (unless part of a	For further information, please see the guidance notes on the website at www.companieshouse gov.uk or email enquiries@companieshouse gov.uk				
full service address), DX or LP (Legal Post in Scotland)	This form is available in an				
number  The document has been signed, where indicated	alternative format. Please visit the				
☐ All relevant attachments have been included ☐ You have enclosed the Memorandum of Association	forms page on the website at				
Tou have enclosed the Memorandum of Association	www.companieshouse.gov.uk				

www.companieshouse.gov.uk

You have enclosed the correct fee

#### **COMPANY HAVING A SHARE CAPITAL**

# Memorandum of association of Keith, Bayley, Rogers (No. 1) 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 by each subscriber

Simon D L Frost

Dated 13 April 2010