

FILE COPY



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

Company Number **11272814**

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

VERTO PROPERTIES 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 England and Wales

Given at Companies House, Cardiff, on **23rd March 2018**



* N11272814D *



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:***22/03/2018**

X729JCX5

*Company Name in
full:*

VERTO PROPERTIES LTD.

Company Type:

Private company limited by shares

*Situation of
Registered Office:*

England and Wales

*Proposed Registered
Office Address:*

**10 GLASTONBURY CLOSE
LIVERPOOL
UNITED KINGDOM L6 0DG**

Sic Codes:

68100

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Company Director 1

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

Company Director 2

Type: **Person**

Full Forename(s): MS ELIZABETH

Surname: **BOYD**

Former Names: **ELIZABETH VALLELY**

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

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: ****/09/1993** *Nationality:* **BRITISH**

Occupation: **BUSINESS
PERSON**

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>	1
<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>	1
		<i>Total aggregate unpaid:</i>	100

Initial Shareholdings

Name: **SARAH BOYD**

Address **45 ELWICK DRIVE
LIVERPOOL
UNITED KINGDOM
L11 4UW**

Class of Shares: **ORDINARY**

Number of shares: **35**

Currency: **GBP**

Nominal value of each share: **0.01**

Amount unpaid: **35**

Amount paid: **0**

Name: **ELIZABETH BOYD**

Address **45 ELWICK DRIVE
LIVERPOOL
UNITED KINGDOM
L11 4UW**

Class of Shares: **ORDINARY**

Number of shares: **35**

Currency: **GBP**

Nominal value of each share: **0.01**

Amount unpaid: **35**

Amount paid: **0**

Name: **GRACE BOYD**

Address **10 GLASTONBURY CLOSE
LIVERPOOL
UNITED KINGDOM
L6 0DG**

Class of Shares: **ORDINARY**

Number of shares: **20**

Currency: **GBP**

Nominal value of each share: **0.01**

Amount unpaid: **20**

Amount paid: **0**

Name: **CHARLES BOYD**

Address **10 GLASTONBURY CLOSE
LIVERPOOL
UNITED KINGDOM
L6 0DG**

Class of Shares: **ORDINARY**

Number of shares: **10**

Currency: **GBP**

Nominal value of each share: **0.01**

Amount unpaid: **10**

Amount paid: **0**

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

Individual Person with Significant Control details

Names: **MRS SARAH BOYD**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/03/1970** *Nationality:* **BRITISH**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and the members of that firm (in their capacity as such) hold, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) hold, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and the members of that firm (in their capacity as such) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.
<i>Nature of control</i>	The person 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 person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.
<i>Nature of control</i>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company.
<i>Nature of control</i>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and the members of that firm (in their capacity as such) hold, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.
<i>Nature of control</i>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) hold, directly or indirectly, more than 25% but not more than 50% 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.

<i>Name:</i>	SARAH BOYD
<i>Authenticated</i>	YES
<i>Name:</i>	ELIZABETH BOYD
<i>Authenticated</i>	YES
<i>Name:</i>	GRACE BOYD
<i>Authenticated</i>	YES
<i>Name:</i>	CHARLES BOYD
<i>Authenticated</i>	YES

Authorisation

<i>Authoriser Designation:</i>	subscriber	<i>Authenticated</i>	YES
--------------------------------	-------------------	----------------------	------------

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of VERTO PROPERTIES 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
Sarah Boyd	Authenticated Electronically
Elizabeth Boyd	Authenticated Electronically
Grace Boyd	Authenticated Electronically
Charles Boyd	Authenticated Electronically

Dated: 22/03/2018