

**FILE COPY**



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

Company Number **10946270**

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

**SMSNAUGHTON 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 **5th September 2017**



\* N10946270G \*



**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: **04/09/2017**

**X6E9QDZC**

---

*Company Name in full:* **SMSNAUGHTON LTD.**

*Company Type:* **Private company limited by shares**

*Situation of Registered Office:* **England and Wales**

*Proposed Registered Office Address:* **18 WRENTHORPE ROAD  
BROMLEY  
UNITED KINGDOM BR1 5QJ**

*Sic Codes:* **10710  
11030  
31090  
26400**

*I wish to entirely adopt the following model articles:*

**Private (Ltd by Shares)**



## *Statement of Capital (Share Capital)*

---

<i>Class of Shares:</i>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>10000</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>5000</b>
<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>	<b>GBP</b>	<i>Total number of shares:</i>	<b>10000</b>
		<i>Total aggregate nominal value:</i>	<b>5000</b>
		<i>Total aggregate unpaid:</i>	<b>5000</b>

## *Initial Shareholdings*

---

*Name:* **SEAN NAUGHTON**

*Address* **18 WRENTHORPE ROAD  
BROMLEY  
UNITED KINGDOM  
BR1 5QJ**

*Class of Shares:* **ORDINARY**

*Number of shares:* **10000**

*Currency:* **GBP**

*Nominal value of each  
share:* **0.5**

*Amount unpaid:* **100**

*Amount paid:* **4900**

## *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:* **MR SEAN NAUGHTON**

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

*Date of Birth:* **\*\*/03/1993** *Nationality:* **IRISH**

*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, 75% or more of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, 75% or more 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, 75% or more of the shares in 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 trust, and the trustees of that trust (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, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, 75% or more 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, 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.*

*Name:* SEAN NAUGHTON  
*Authenticated* YES

---

## *Authorisation*

*Authoriser Designation:* subscriber *Authenticated* YES

---

# COMPANY HAVING A SHARE CAPITAL

## Memorandum of association of SMSNAUGHTON 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
Sean Naughton	Authenticated Electronically

---

Dated: 04/09/2017