

**FILE COPY**



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

Company Number **11357678**

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

**AMPAIRE 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 **11th May 2018**



\* N11357678P \*



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**



Companies House

**IN01**<sub>(ef)</sub>

**Application to register a company**



Received for filing in Electronic Format on the: **10/05/2018**

X75N1Y3F

*Company Name in full:*

**AMPAIRE LTD**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**UNIT 6 QUEENS YARD  
WHITE POST LANE  
LONDON  
UNITED KINGDOM E9 5EN**

*Sic Codes:*

**71129**

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

**Private (Ltd by Shares)**

## *Proposed Officers*

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### *Company Director*      *1*

*Type:*                      **Person**

*Full Forename(s):*        **MR KEVIN**

*Surname:*                **NOERTKER**

*Former Names:*

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

*Country/State Usually*    **UNITED STATES**

*Resident:*

*Date of Birth:*    **\*\*/06/1987**

*Nationality:*      **AMERICAN**

*Occupation:*    **DIRECTOR**

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

## *Company Director*      2

*Type:*                                      **Person**

*Full Forename(s):*                      **MR CORY**

*Surname:*                                **COMBS**

*Former Names:*

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

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

*Date of Birth:*    **\*\*/08/1987**                                      *Nationality:*    **AMERICAN**

*Occupation:*    **DIRECTOR**

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

## *Company Director*      3

*Type:*                                      **Person**

*Full Forename(s):*                      **MR RYAN**

*Surname:*                                **BILTON**

*Former Names:*

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

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

*Date of Birth:*    **\*\*/10/1991**                                      *Nationality:*    **AMERICAN**

*Occupation:*    **DIRECTOR**

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

## *Statement of Capital (Share Capital)*

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<i>Class of Shares:</i>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>1000</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>10</b>
<i>Prescribed particulars</i>			

### **FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS**

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#### **Statement of Capital (Totals)**

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<i>Currency:</i>	<b>GBP</b>	<i>Total number of shares:</i>	<b>1000</b>
		<i>Total aggregate nominal value:</i>	<b>10</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## *Initial Shareholdings*

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*Name:* **KEVIN NOERTKER**

*Address* **UNIT 6 QUEENS YARD  
WHITE POST LANE  
LONDON  
UNITED KINGDOM  
E9 5EN**

*Class of Shares:* **ORDINARY**

*Number of shares:* **380**

*Currency:* **GBP**

*Nominal value of each share:* **0.01**

*Amount unpaid:* **0**

*Amount paid:* **3.8**

*Name:* **CORY COMBS**

*Address* **UNIT 6 QUEENS YARD  
WHITE POST LANE  
LONDON  
UNITED KINGDOM  
E9 5EN**

*Class of Shares:* **ORDINARY**

*Number of shares:* **510**

*Currency:* **GBP**

*Nominal value of each share:* **0.01**

*Amount unpaid:* **0**

*Amount paid:* **5.1**

*Name:* **RYAN BILTON**

*Address* **UNIT 6 QUEENS YARD  
WHITE POST LANE  
LONDON  
UNITED KINGDOM  
E9 5EN**

*Class of Shares:* **ORDINARY**

*Number of shares:* **110**

*Currency:* **GBP**

*Nominal value of each share:* **0.01**

*Amount unpaid:* **0**

*Amount paid:* **1.1**

## ***Persons with Significant Control (PSC)***

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### **Statement of initial significant control**

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**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**

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## *Individual Person with Significant Control details*

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*Names:* **MR KEVIN NOERTKER**

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

*Date of Birth:* **\*\*/06/1987** *Nationality:* **AMERICAN**

*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 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 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, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

## ***Individual Person with Significant Control details***

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*Names:* **MR CORY COMBS**

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

*Date of Birth:* **\*\*/08/1987** *Nationality:* **AMERICAN**

*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 holds, directly or indirectly, more than 50 % but less than 75% of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 50 % but less than 75% of the voting rights 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.

## ***Statement of Compliance***

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*I confirm the requirements of the Companies Act 2006 as to registration have been complied with.*

*Name:* **KEVIN NOERTKER**

*Authenticated* **YES**

*Name:* **CORY COMBS**

*Authenticated* **YES**

*Name:* **RYAN BILTON**

*Authenticated* **YES**

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## ***Authorisation***

*Authoriser Designation:* **subscriber**

*Authenticated* **YES**

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# COMPANY HAVING A SHARE CAPITAL

## Memorandum of association of AMPAIRE 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.

<b>Name of each subscriber</b>	<b>Authentication</b>
Kevin Noertker	Authenticated Electronically
Cory Combs	Authenticated Electronically
Ryan Bilton	Authenticated Electronically

Dated: 10/05/2018