

# File Copy



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06724508

The Registrar of Companies for England and Wales hereby certifies that  
AREA 51 EDUCATION LTD.

is this day incorporated under the Companies Act 1985 as a  
private company and that the company is limited.

Given at Companies House on 15th October 2008



\*N06724508J\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

The above information was communicated in non-legible form and authenticated by the  
Registrar of Companies under section 710A of the Companies Act 1985



*Companies House*

— *for the record* —

Electronic statement of compliance  
with requirements on application  
for registration of a company  
pursuant to section 12(3A) of the  
Companies Act 1985

Company number

**6724508**

Company name

**AREA 51 EDUCATION LTD.**

I,

**NICKI QUARTERMAN**

of

**77, GROSVENOR ROAD, EDMONTON  
LONDON  
LONDON  
ENGLAND  
N9 8RG**

a

person named as a director of the company in the  
statement delivered to the registrar of companies  
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section  
12(3A) of the Companies Act 1985

Statement:

I hereby state that all the requirements of the  
Companies Act 1985 in respect of the registration of  
the above company and of matters precedent and  
incidental to it have been complied with.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies  
electronically and authenticated in accordance with the registrar's  
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to  
criminal prosecution



**Companies House**

— for the record —

**10(ef)**

**First directors and secretary and  
intended situation  
of registered office**

*Received for filing in Electronic Format on the:* **15/10/2008**



XYH1P3Z4

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*Company Name*                      **AREA 51 EDUCATION LTD.**  
*in full:*

*Proposed Registered*              **77 GROSVENOR ROAD**  
*Office:*                              **EDMONTON**  
   **LONDON**  
   **ENGLAND**  
   **N9 8RG**

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*memorandum delivered by an agent for the subscriber(s):* **No**

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*Company Secretary*

*Name*

*Address:*

*Consented to Act:* **Y**

*Date authorised*

*Authenticated:* **ERRO**

*Director 1:*

*Name*            **NICKI QUARTERMAN**

*Address:*       **77, GROSVENOR ROAD, EDMONTON  
LONDON  
LONDON  
ENGLAND  
N9 8RG**

*Nationality:*    **BRITISH**

*Business occupation:* **TEACHER**

*Date of birth:*   **19/07/1976**

*Consented to Act:* **Y**        *Date Authorised:* **15/10/2008** *Authenticated:* **YES**

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*Director 2:*

*Name*            **GEORGE CHRYSOSTOMOU**

*Address:*       **31, BORWICK AVENUE  
LONDON  
LONDON  
ENGLAND  
E17 6RA**

*Nationality:*    **BRITISH**

*Business occupation:* **TEACHER**

*Date of birth:*    **15/05/1979**

*Consented to Act:* **Y**        *Date Authorised:* **15/10/2008** *Authenticated:* **YES**

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### *Director 3:*

*Name*            **FLORENCE DUROJAIYE**

*Address:*      **43 LINDEN GARDENS  
ENFIELD  
LONDON  
ENGLAND  
EN1 4DU**

*Nationality:*    **NIGERIAN**

*Business occupation:*   **TEACHER**

*Date of birth:*    **17/12/1966**

*Consented to Act:* **Y**            *Date Authorised:* **15/10/2008**   *Authenticated:* **YES**

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### *Authorisation*

*Authoriser Designation:* **subscriber**

*Date Authorised:* **15/10/2008**

*Authenticated:* **Yes**

# Memorandum of Association

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COMPANY NUMBER:

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION of Area 51 Education Ltd.

1. The name of the company is Area 51 Education Ltd.
2. The registered office of the company is to be situated in England and Wales.
3. The objects of the company are as set out in **Schedule 1**.
4. The liability of the member(s) is limited.
5. Every member of the company undertakes to contribute such amount as may be required (not exceeding the amount referred to in **Schedule 2**) to the company's assets if it should be wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for payment of the company's debts and liabilities contracted before he, she or it ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
6. The subscribers to this memorandum of association whose names, addresses and signatures appear in **Schedule 3**, wish to be formed into a company pursuant to this memorandum.

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## **Schedule 1**

(to memorandum of association of Area 51 Education Ltd.)

The objects of the company are:

to carry on business as a general commercial company.

The above provision invokes section 3A of the Companies Act 1985. Without derogating from that section, the objects of the company include giving guarantees, making donations and gifts and holding or investing in property of any description whatsoever.

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## **Schedule 2**

(to memorandum of association of Area 51 Education Ltd.)

The maximum amount which every member of the company undertakes to contribute in the circumstances mentioned on page 1 of this memorandum of association (in the paragraph which refers to this Schedule 2) is GBP 100.00.

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### Schedule 3

(to memorandum of association of Area 51 Education Ltd.)

Full name of subscriber 1: Nicki Quarterman

Address of subscriber 1: 77, Grosvenor Road. Edmonton. London London N9 8RG England

Signature of subscriber 1:	X	
Date of signing:	15 Oct 2008	(Subscriber and
Full name of witness:		witness to sign. Also
		insert date and
Signature of witness:	X	witness name and
Address of witness:		address details)

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Full name of subscriber 2: George Chrysostomou

Address of subscriber 2: 31, Borwick Avenue London London E17 6RA England

Signature of subscriber 2:	X	
Date of signing:	15 Oct 2008	(Subscriber and
Full name of witness:		witness to sign. Also
		insert date and
Signature of witness:	X	witness name and
Address of witness:		address details)

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### Schedule 3 (continued)

(to memorandum of association of Area 51 Education Ltd.)

**Full name of subscriber 3:** Florence Durojaiye

**Address of subscriber 3:** 43, Linden Gardens. Enfield. London London EN1 4DU England

**Signature of subscriber 3:**

X

**Date of signing:**

15 Oct 2008

**Full name of witness:**

**Signature of witness:**

X

**Address of witness:**

(Subscriber and  
witness to sign. Also  
insert date and  
witness name and  
address details)

# Articles of Association

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**COMPANY NUMBER:**

**COMPANIES ACT 1985**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION of Area 51 Education Ltd.**

## **1. Preliminary**

References in these Articles to Table A are to that Table so far as it relates to private companies limited by shares. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A ('Table A') in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended at the date of incorporation of the company shall not apply to the company but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.

## **2. Interpretation**

In regulation 1 of Table A, the definition of 'the holder' shall be omitted.

## **3. Members**

3.1 The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the directors require executed by him.

3.2 A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.

## **4. Membership classes**

Subject to the provisions of the Act, the company may by special resolution create different classes of membership in the company and may also by a special resolution stipulate the rights and/or liabilities attaching to any class of membership from time to time.

## **5. Notice of general meetings**

5.1 In regulation 38 of Table A:

5.1.1 in paragraph (b) the words 'of the total voting rights at the meeting of all the members' shall be substituted for 'in nominal value of the shares giving that right' and

5.1.2 the words 'The notice shall be given to all the members and to the directors and auditors.' shall be substituted for the last sentence.

## **6. Proceedings at general meetings**

6.1 The words 'and at any separate meeting of the holders of any class of shares in the company' shall be omitted from regulation 44 of Table A.

6.2 In regulation 46 of Table A, omit 'or' at the end of paragraph (c) and all of paragraph (d).

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**7. Votes of members**

On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

**8. Directors' expenses**

The words 'of any class of shares or' shall be omitted from regulation 83 of Table A.

**9. Proceedings of directors**

In paragraph (c) of regulation 94 of Table A the word 'debentures' shall be substituted for the words 'shares, debentures or other securities' in both places where they occur.

**10. Minutes**

The words 'of the holders of any class of shares in the company,' shall be omitted from regulation 100 of Table A.

**11. Notices**

11.1 The second sentence of regulation 112 of Table A shall be omitted.

11.2 The words 'or of the holders of any class of shares in the company' shall be omitted from regulation 113 of Table A.

Full name of subscriber 1: Nicki Quarterman

Address of subscriber 1: 77, Grosvenor Road. Edmonton. London London N9 8RG England

Signature of subscriber 1: X

Date of signing: 15 Oct 2008

Full name of witness: \_\_\_\_\_

Signature of witness: X

Address of witness: \_\_\_\_\_

(Subscriber and  
witness to sign. Also  
insert date and  
witness name and  
address details)

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Full name of subscriber 2: George Chrysostomou

Address of subscriber 2: 31, Borwick Avenue London London E17 6RA England

Signature of subscriber 2: X

Date of signing: 15 Oct 2008

Full name of witness: \_\_\_\_\_

Signature of witness: X

Address of witness: \_\_\_\_\_

(Subscriber and  
witness to sign. Also  
insert date and  
witness name and  
address details)

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Full name of subscriber 3: Florence Durojaiye

Address of subscriber 3: 43, Linden Gardens. Enfield. London London EN1 4DU England

Signature of subscriber 3: X

Date of signing: 15 Oct 2008

Full name of witness: \_\_\_\_\_

Signature of witness: X

Address of witness: \_\_\_\_\_

(Subscriber and  
witness to sign. Also  
insert date and  
witness name and  
address details)