



FILE COPY

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

Company No. 7080163

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

CAPSTONE FOSTER CARE (MIDLANDS) 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 **18th November 2009**



N07080163C



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

095897/20

095897/20

In accordance with
Section 9 of the
Companies Act 2006.

IN01

Application to register a company

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FRIDAY



"LXAISEXD"

LD4

13/11/2009

54

COMPANIES HOUSE

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.

☒ What this form is NOT for
You cannot use this form to register
a limited liability partnership. To do
this, please use form LL IN01.

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

Part 1

Company details

► Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *



Company details

Please show the proposed company name below.

Proposed company
name in full 1

Capstone Foster Care (Midlands) Limited

For official use

--	--	--	--	--	--	--	--

1 Duplicate names

Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at:
www.companieshouse.gov.uk



Company name restrictions 2

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.

☐ 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.

2 Company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website:
www.companieshouse.gov.uk



Exemption from name ending with 'Limited' or 'Cyfyngedig' 3

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.

☐ 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.

3 Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this.
For more details, please go to our
website:
www.companieshouse.gov.uk



Company type 4

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked):

- ☐ Public limited by shares
☒ Private limited by shares
☐ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

4 Company type

If you are unsure of your company's
type, please go to our website:
www.companieshouse.gov.uk

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Application to register a company



Situation of registered office 1

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

1 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.



Registered office address 2

Please give the registered office address of your company.

Building name/number	BEECH HOUSE
Street	WOOTTON ST LAWRENCE
Post town	BASINGSTOKE
County/Region	HAMPSHIRE
Postcode	R G 2 3 8 P E

2 Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.



Articles of association 3

Please choose one option only and tick one box only.

- 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
- 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.

3 For details of which company type can adopt which model articles, please go to our website: www.companieshouse.gov.uk



Restricted company articles 4

Please tick the box below if the company's articles are restricted.

☐

4 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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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**Secretary appointments 1**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	Mr
Full forename(s)	Richard James
Surname	Compton-Burnett
Former name(s) 2	

1 Corporate appointments
For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

2 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.

**Secretary's service address 3**

Building name/number	Wootton Place BEECH HOUSE
Street	Wootton St Lawrence
Post town	Basingstoke
County/Region	Hampshire
Postcode	R G 2 3 8 P E
Country	United Kingdom

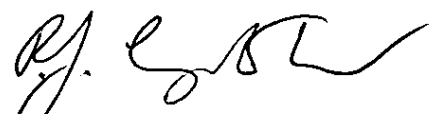
3 Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

**Signature 4**

I consent to act as secretary of the proposed company named in Section A1.

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">X</div> <div style="flex-grow: 1; text-align: center;">  </div> <div style="margin-left: 10px;">X</div> </div>
-----------	--

4 Signature
The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

Corporate secretary appointments ¹

Please use this section to list all the corporate secretary appointments taken on formation.

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

¹ Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.

Registered or principal address

This is the address that will appear 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 within a full address), DX number or LP (Legal Post in Scotland) number.



Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

- Yes Complete Section C3 only
- No Complete Section C4 only

EEA companies ²

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ³

Registration number

² EEA

A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk

³ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).



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.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ⁴

Registration number

⁴ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

Signature ⁵

I consent to act as secretary of the proposed company named in Section A1.

Signature

Signature

X

X

⁵ Signature

The person named above consents to act as corporate secretary of the proposed company.

IN01

Application to register a company

Director

D1

Director appointments 1

Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.	
Title*	Mr
Full forename(s)	Richard James
Surname	Compton-Burnett
Former name(s) 2	
Country/State of residence 3	United Kingdom
Nationality	British
Date of birth	d 0 d 1 m 0 m 7 y 1 y 9 y 6 y 1
Business occupation (if any) 4	Director

- 1 Appointments**
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.
- 2 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.
- 3 Country/State of residence**
This is in respect of your usual residential address as stated in section D4.
- 4 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 1

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	100-101 BEECH HOUSE
Street	Wootton St Lawrence
Post town	Basingstoke
County/Region	Hampshire
Postcode	R G 2 3 8 P E
Country	United Kingdom

- 5 Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

D3

Signature 1

I consent to act as director of the proposed company named in Section A1.	
Signature	Signature X  X

- 6 Signature**
The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1

Director appointments 1

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E5.

Title*	Mr
Full forename(s)	Simon John
Surname	Constantine
Former name(s) 2	
Country/State of residence 3	United Kingdom
Nationality	British
Date of birth	27 02 1959
Business occupation (if any) 4	Director

- 1 Appointments**
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.
- 2 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.
- 3 Country/State of residence**
This is in respect of your usual residential address as stated in Section D4.
- 4 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 1

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	Lower Farmhouse
Street	Ibworth
Post town	Tadley
County/Region	Hampshire
Postcode	R G 2 6 5 T J
Country	United Kingdom

- 2 Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

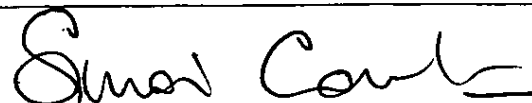
D3

Signature 1

I consent to act as director of the proposed company named in Section A1.

Signature

Signature

X  X

- 2 Signature**
The person named above consents to act as director of the proposed company.

IN01 - continuation page

Application to register a company



Director

D1 Director appointments	
Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.	
Title*	Mr
Full forename(s)	Amarjit
Surname	Dhull
Former name(s)	
Country/State of residence	United Kingdom
Nationality	Indian
Date of birth	1 3 1 2 1 9 6 2
Business occupation (if any)	Social Worker

1 Appointments
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.

2 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.

3 Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

4 Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	XXXX KENSINGTON HOUSE
Street	XXXXXXXXXX KINGS WARREN
Post town	XXXXXX OXSHOTT
County/Region	XXXX SURREY
Postcode	OK 2 2 0 P E
Country	

5 Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature	
I consent to act as director of the proposed company named in Section A1.	
Signature	<div style="display: flex; align-items: center; justify-content: space-between;"> <div style="text-align: center;">X</div> <div style="text-align: center;"> </div> <div style="text-align: center;">X</div> </div>

6 Signature
The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director

Corporate director appointments ¹	
Please use this section to list all the corporate directors taken on formation.	
Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
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	
EEA companies ²	
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ³	
Registration number	
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.	
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ⁴	
If applicable, the registration number	
Signature ⁵	
I consent to act as director of the proposed company named in Section A1.	
Signature	<div>Signature X</div> <div>X</div>
Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page. Registered or principal address This is the address that will appear 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 within a full address), DX number or LP (Legal Post in Scotland) number. EEA A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC). Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register. Signature The person named above consents to act as corporate director of the proposed company.	

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Application to register a company

Part 3**Statement of capital**

Does your company have share capital?

- **Yes** Complete the sections below.
 ► **No** Go to **Part 4** (Statement of guarantee).

**Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling.

If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ¹	Amount (if any) unpaid on each share ¹	Number of shares ²	Aggregate nominal value ³
Ordinary		1	1	£ 1.00
				£
				£
				£
Totals			1	£ 1.00

**Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies.

Please complete a separate table for each currency.

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ¹	Amount (if any) unpaid on each share ¹	Number of shares ²	Aggregate nominal value ³
Totals				

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ¹	Amount (if any) unpaid on each share ¹	Number of shares ²	Aggregate nominal value ³
Totals				

**Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

1

Total aggregate nominal value ⁴

⁴ Total aggregate nominal value
 Please list total aggregate values in different currencies separately. For example: £100 + € 100 + \$10 etc.

¹ Including both the nominal value and any share premium.

² Number of shares issued multiplied by nominal value of each share.

Continuation Pages

Please use a Statement of Capital continuation page if necessary.

² Total number of issued shares in this class.

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Application to register a company

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.

Class of share

Ordinary

Prescribed particulars

1

The Ordinary Shares shall entitle the holders thereof to receive notice of, attend and vote at any general meeting of the Company and to rank *pari passu* in all respects as regards voting.

The Ordinary Shares shall entitle the holders thereof (subject to compliance always with the Companies Acts) to receive any profits actually distributed on a *pro rata* basis.

The Ordinary Shares shall entitle the holders thereof to any capital on a winding up basis, or on a reduction of capital involving the return of capital, on a *pro rata* basis.

The Ordinary Shares have no right of redemption either at the option of the Company or of the holder thereof.

1 Prescribed particulars of rights 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 the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Application to register a company

Class of share		<p>Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p>
Prescribed particulars		

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Application to register a company



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.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name Vision Fostering Agency Limited(Co No. 04486203)	Ordinary	1	Sterling	£1.00		£1.00
Address Beech House Wootton St Lawrence Basingstoke Hampshire RG23 8PE						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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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).

**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.

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 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.

1 Name

Please use capital letters.

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's detailsForename(s) ¹Surname ¹Address ²

Postcode

Amount guaranteed ³**Subscriber's details**Forename(s) ¹Surname ¹Address ²

Postcode

Amount guaranteed ³**Subscriber's details**Forename(s) ¹Surname ¹Address ²

Postcode

Amount guaranteed ³

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Subscriber's details	
Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details	
Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details	
Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details	
Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details	
Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

1 Name

Please use capital letters.

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

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Application to register a company

Part 5**Statement of compliance**

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).

**Statement of compliance delivered by the subscribers**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

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

1 **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature


X

X

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Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

 Statement of compliance delivered by an agent		
Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.		
Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div style="display: flex; justify-content: space-between; width: 100px;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>	
Country		
I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.		
Agent's signature	Signature X	X

IN01

Application to register a company

Presenter 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.

Contact name

Company name

Coffin Mew LLP

Address

Kings Park House

22 Kings Park Road

Post town

Southampton

County/Region

Hampshire

Postcode

S O 1 5 2 U F

Country

Dx

38505 Southampton 3

Telephone

02380 334661

Certificate

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

We may return forms completed incorrectly or with information missing.

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.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company 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 full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the correct fee.

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

How to pay

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House.'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
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:
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
DX 481 N.R. Belfast 1.

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.

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF CAPSTONE FOSTER CARE (MIDLANDS)
LIMITED



Kings Park House
22 Kings Park Road
Southampton
Hampshire
SO15 2UF

T: 023 8033 4661
DX: 38505 Southampton 3
F: 023 8033 0956
W: coffinmew.co.uk

Ref: LUG/OJF/89412-2

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

Vision Fostering Agency Limited
(company number 04486203)

Authentication by each subscriber


One Ordinary Share of £1.00

Witness to the above Signature

WITNESS SIGNATURE :

NAME :

ADDRESS :

OCCUPATION :

M Whington

MARGARET WHINGTON

BEECH HOUSE, WOOTTON ST. LAWRENCE,

RG23 8PE

HOUSEWIFE

Dated 30th October 2009

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CAPSTONE FOSTER CARE (MIDLANDS) LIMITED (the Company)

INTRODUCTION

1. INTERPRETATION

1.1. In these Articles, unless the context otherwise requires:

"the Act"	means the Companies Act 2006;
"Alternate Director"	as defined in Article 11.1;
"an Appointor"	as defined in Article 11.1;
"Business day"	means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;
"Conflict"	has the meaning given in article 7.1;
"Director"	means the directors of the company from time to time;
"Eligible Director"	means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter);
"Members"	means those persons holding shares in the Company from time to time;
"Model Articles"	means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles; and
"Nomination Notice"	as defined in Article 16.3.

1.2. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and

expressions which have particular meanings in the Act shall have the same meanings in these Articles.

- 1.3. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4. A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - 1.5.1. any subordinate legislation from time to time made under it; and
 - 1.5.2. any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6. Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7. The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles.
- 1.8. Articles 8, 9(1) and (3), 11(2) and (3), 13, 14(1), (2), (3) and (4), 17(2), 44(2), 52 and 53 of the Model Articles shall not apply to the Company.
- 1.9. Article 7 of the Model Articles shall be amended by:
 - 1.9.1. the insertion of the words "for the time being" at the end of article 7(2)(a); and
 - 1.9.2. the insertion in article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the Director may".
- 1.10. Article 20 of the Model Articles shall be amended by the insertion of the words "(including Alternate Directors) and the secretary" before the words "properly incur".
- 1.11. In article 25(2)(c) of the Model Articles, the words "evidence, indemnity and the payment of a reasonable fee" shall be deleted and replaced with the words "evidence and indemnity".
- 1.12. Article 27(3) of the Model Articles shall be amended by the insertion of the words ", subject to article 10.1," after the word "But".
- 1.13. Article 29 of the Model Articles shall be amended by the insertion of the words ", or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under article 28(2)," after the words "the transmittee's name".
- 1.14. Articles 31(a) to (d) (inclusive) of the Model Articles shall be amended by the deletion, in each case, of the words "either" and "or as the Directors may otherwise decide".

DIRECTORS

2. UNANIMOUS DECISIONS

- 2.1. A decision of the Directors is taken in accordance with this Article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.
- 2.2. Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.
- 2.3. A decision may not be taken in accordance with this Article if the Eligible Directors would not have formed a quorum at such a meeting.

3. CALLING A DIRECTORS' MEETING

- 3.1. Any Director may call a Directors' meeting by giving not less than 3 Business days' notice of the meeting (or such lesser notice as all the Directors may agree) to the Directors or by authorising the company secretary (if any) to give such notice.
- 3.2. Notice of a Directors' meeting shall be given to each Director in writing.

4. QUORUM FOR DIRECTORS' MEETING

- 4.1. Subject to Article 4.2, the quorum for the transaction of business at a meeting of Directors is any two Eligible Directors.
- 4.2. For the purposes of any meeting (or part of a meeting) held pursuant to Article 7 to authorise a Director's conflict, if there is only one Eligible Director in office other than the conflicted Director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.
- 4.3. If the total number of Directors in office for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
 - 4.3.1. to appoint further Directors; or
 - 4.3.2. to call a general meeting so as to enable the shareholders to appoint further Directors.

5. CASTING VOTE

- 5.1. If the numbers of votes for and against a proposal at a meeting of Directors are equal, the chairman or other Director chairing the meeting shall not have a casting vote.

6. TRANSACTIONS OR OTHER ARRANGEMENTS WITH THE COMPANY

- 6.1. Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Acts, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
 - 6.1.1. may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;

- 6.1.2. shall be an Eligible Director for the purposes of any proposed decision of the Directors (or participate in any unanimous decision), in respect of such contract or proposed contract in which he is interested;
- 6.1.3. shall be entitled to count in the quorum at a meeting of Directors in respect of such contract or proposed contract in which he is interested;
- 6.1.4. may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director;
- 6.1.5. may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
- 6.1.6. shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

7. DIRECTORS' CONFLICTS OF INTEREST

- 7.1. The Directors may, in accordance with the requirements set out in this Article, authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under section 175 of the Act to avoid conflicts of interest ("a Conflict").
- 7.2. Any authorisation under this Article will be effective only if:
 - 7.2.1. the matter in question shall have been proposed by any Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
 - 7.2.2. any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question; and
 - 7.2.3. the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.
- 7.3. Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently):
 - 7.3.1. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
 - 7.3.2. be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine; and

7.3.3. be terminated or varied by the Directors at any time.

This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.

7.4. In authorising a Conflict the Directors may decide (whether at the time of giving the authorisation or subsequently) that if a Director has obtained any information through his involvement in the Conflict otherwise than as a Director of the Company and in respect of which he owes a duty of confidentiality to another person, the Director is under no obligation to:

7.4.1. disclose such information to the Directors or to any Director or other officer or employee of the Company; or

7.4.2. use or apply any such information in performing his duties as a Director, where to do so would amount to a breach of that confidence.

7.5. Where the Directors authorise a Conflict they may (whether at the time of giving the authorisation or subsequently) provide, without limitation, that the Director:

7.5.1. is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;

7.5.2. is not given any documents or other information relating to the Conflict; and

7.5.3. may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict.

7.6. Where the Directors authorise a Conflict:

7.6.1. the Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict; and

7.6.2. the Director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation.

7.7. A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a conflict which has been authorised by the Directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

8. RECORDS OF DECISIONS TO BE KEPT

8.1. Where decisions of the Directors are taken by electronic means, such decisions shall be recorded by the Directors in permanent form, so that they may be read with the naked eye.

9. NUMBER OF DIRECTORS

- 9.1. Unless otherwise determined by ordinary resolution, the number of Directors (other than Alternate Directors) shall not be subject to any maximum but shall not be less than two.

10. APPOINTMENT OF DIRECTORS

- 10.1. In any case, as a result of death or bankruptcy, the Company has no shareholders and no Directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a Director.

11. APPOINTMENT AND REMOVAL OF ALTERNATE DIRECTORS

- 11.1. Any director ("an Appointor") may appoint as an alternate any other Director, or any other person approved by resolution of the Directors ("an Alternate Director"), to:

11.1.1. exercise that Director's powers; and

11.1.2. carry out that Director's responsibilities,

in relation to the taking of decisions by the Directors, in the absence of the Alternate Director's Appointor.

- 11.2. Any appointment or removal of an Alternate Director must be effected by notice in writing to the Company signed by the Appointor, or in any other manner approved by the Directors.

- 11.3. The notice must:

11.3.1. identify the proposed Alternate Director; and

11.3.2. in the case of a notice of appointment, contain a statement signed by the proposed Alternate Director that the proposed Alternate Director is willing to act as the Alternate Director of the Director giving the notice.

12. RIGHTS AND RESPONSIBILITIES OF ALTERNATE DIRECTORS

- 12.1. An Alternate Director may act as Alternate Director to more than one Director and has the same rights in relation to any decision of the Directors as the Alternate Director's Appointor.

- 12.2. Except as the Articles specify otherwise, Alternate Directors:

12.2.1. are deemed for all purposes to be Directors;

12.2.2. are liable for their own acts and omissions;

12.2.3. are subject to the same restrictions as their Appointers; and

12.2.4. are not deemed to be agents of or for their Appointers;

and, in particular (without limitation), each Alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his Appointor is a member.

- 12.3. A person who is an Alternate Director but not a Director:-
- 12.3.1. may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's Appointor is not participating);
 - 12.3.2. may participate in a unanimous decision of the Directors (but only if his Appointor is an eligible Director in relation to that decision, but does not participate); and
 - 12.3.3. shall not be counted as more than one Director for the purposes of Articles 12.3.1 and 12.3.2.
- 12.4. A Director who is also an Alternate Director is entitled, in the absence of his Appointor, to a separate vote on behalf of his Appointor, in addition to his own vote on any decision of the Directors (provided that his Appointor is an eligible Director in relation to that decision) but shall not count as more than one Director for the purposes of determining whether a quorum is present.
- 12.5. An alternative Director may be paid expenses and may be indemnified by the Company to the same extent as his Appointor but shall not be entitled to receive any remuneration from the Company for serving as an Alternate Director except such part of the Alternate Director's Appointor's remuneration as the Appointor may direct by notice in writing made to the Company.

13. TERMINATION OF ALTERNATE DIRECTORSHIP

- 13.1. An Alternate Director's appointment as an Alternate Director terminates:
- 13.1.1. when the Alternate Director's Appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
 - 13.1.2. on the occurrence, in relation to the Alternate Director, of any event which, if it occurred in relation to the Alternate Director's Appointor, would result in the termination of the Appointor's appointment as a Director;
 - 13.1.3. on the death of the Alternate Director's Appointor; or
 - 13.1.4. when the Alternate Director's Appointor's appointment as a Director terminates.

14. SECRETARY

- 14.1. The Directors may (although not required to do so) appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the Directors so decide, appoint a replacement, in each case by a decision of the Directors.

DECISION MAKING BY SHAREHOLDERS

15. POLL VOTES

- 15.1. A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting.

- 15.2. Article 44(3) of the Model Articles shall be deleted and replaced with the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article.

16. PROXIES

- 16.1. Regulation 45(1)(d) of the Model Articles shall be deleted and replaced with the words "is delivered to the Company in accordance with the Articles within 48 hours but not less than 36 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with the instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate".
- 16.2. Article 45(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the Directors, in their discretion, accept the notice at any time before the meeting as a new paragraph at the end of this Article.

Nominated persons

- 16.3. A member may send the Company notice in writing that another person is entitled to enjoy or exercise all or any specified rights of that Member in relation to the Company ("a Nomination Notice").
- 16.4. A Nomination Notice must:-
- 16.4.1. state whether it related to all the Shares which the Member concerned holds, or only some of them (and, if so, to which Shares it related);
 - 16.4.2. state the name and address of the person nominated;
 - 16.4.3. specify how the Company is to communicate with the person nominated and include any further information which the Company will need in order to use the means of communication specified;
 - 16.4.4. specify whether the person nominated is entitled to enjoy or exercise all the member's rights in relation to the Company, and if not, which rights the person nominated is to be entitled to enjoy or exercise;
 - 16.4.5. indicate whether the specified rights are to be exercised or enjoyed only by the person nominated, or whether the member giving the notice may also continue to exercise or enjoy them;
 - 16.4.6. Specify the date from which it is to take effect;
 - 16.4.7. specify when it is to cease to have effect, or that it is to have effect until further notice or until the Member concerned ceased to hold the Shares to which it related; and
 - 16.4.8. be executed by or on behalf of the Member and the person nominated.
- 16.5. If the Company receives a Nomination Notice, the Company must give effect to that notice in accordance with its terms.
- 16.6. A Nomination Notice cease to have effect:-

- 16.6.1. in accordance with its terms; or
- 16.6.2. when the Member concerned, or the person nominated, dies or ceases to exist.
- 16.7. The Company must not give effect to a Nomination Notice to the extent that it is expressed to take effect before the date on which it is received by the Company.
- 16.8. If the Company received a document which purports to be a Nomination Notice but which does not contain the required information or which is not given in the form prescribed by the Company, the Company:-
 - 16.8.1. must not give effect to it; and
 - 16.8.2. must notify the person that it is defective (and in what respect it is defective), and that the Company cannot give effect to it in its present form.
- 16.9. If:-
 - 16.9.1. a Nomination Notice states that the member in relation to whom it is given may continue to exercise or enjoy the rights specified in it; and
 - 16.9.2. that Member and the person nominated in the notice both seek to exercise such a right in relation to a particular matter, then, unless the effect of what each of them does in relation to that rights would be the same, it is to be treated as not having been exercised by either of them.
- 16.10. The Company must keep a record of all Nomination Notices which are in force or have been in force within the preceding 12 months.
- 16.11. The Company must provide any Member, on request, with a copy of its records of Nomination Notices given in relation to that Member.
- 16.12. The Company must provide any person nominated in a Nomination Notice with a copy of its records of Nomination Notices in which that person is nominated.

ADMINISTRATIVE ARRANGEMENTS

17. MEANS OF COMMUNICATION TO BE USED

- 17.1. Subject to the provisions of the 2006 Act, a document may be sent or supplied by the Company to a person by being made available on a website.
- 17.2. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
 - 17.2.1. if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provided);

- 17.2.2. if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- 17.2.3. if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- 17.2.4. if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this Article, no account shall be taken of any part of a day that is not a working day.

- 17.3. In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

18. INDEMNITY

- 18.1. Subject to Article 18.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- 18.1.1. each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:

- 18.1.1.1. in the actual or purported execution and/or discharge of his duties, or in relation to them ; and

- 18.1.1.2. in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated Company's) affairs; and

- 18.1.2. the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 18.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

- 18.2. This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law.

- 18.3. In this Article:

- 18.3.1. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

- 18.3.2. a "relevant officer" means any Director or other officer or former Director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act) , but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a Director or other officer), to the extent he acts in his capacity as auditor.

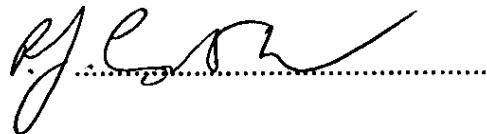
19. INSURANCE

- 19.1. The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

19.2. In this Article:

- 19.2.1. a "relevant officer" means any Director or other officer or former Director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act) , but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a Director or other officer), to the extent he acts in his capacity as auditor);
- 19.2.2. a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and
- 19.2.3. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Vision Fostering Agency Limited



Witness to the above Signature

WITNESS SIGNATURE :

NAME :

ADDRESS :

OCCUPATION :

M Whington

MARGARET WHINGTON

BEECH HOUSE

WOOTTON ST LAWRENCE RG23 8PE.

HOUSEWIFE.

Dated 30-10-2009