

FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 8180978

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

GOWER CLAMS 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 Wales

Given at Companies House on 15th August 2012



N08180978S





000036/40'

In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company



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 NO
You cannot use this form
a limited liability partnet
this, please use form LL

MONDAY



A15 13/08/2012

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COMPANIES HOUSE Part 1 Company details **A1** Company name Filling in this form Please complete in typescript or in To check if a company name is available use our WebCHeck service and select bold black capitals. the 'Company Name Availability Search' option All fields are mandatory unless specified or indicated by * www.companieshouse.gov.uk/info O Duplicate names Duplicate names are not permitted Please show the proposed company name below A list of registered names can be found on our website. There Proposed company Gower Clams Limited are various rules that may affect name in full • your choice of name. More information on this is available in For official use our guidance booklet GP1 at. www.companieshouse.gov.uk **A2** Company name restrictions o Please tick the box only if the proposed company name contains sensitive Company name restrictions A list of sensitive or restricted or restricted words or expressions that require you to seek comments of a words or expressions that require government department or other specified body. consent can be found in our I confirm that the proposed company name contains sensitive or restricted quidance booklet GP1 at: www.companieshouse.gov.uk 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 А3 Exemption from name ending with 'Limited' or 'Cyfyngedig' o Name ending exemption Only private companies that are Please tick the box if you wish to apply for exemption from the requirement to limited by guarantee and meet other have the name ending with 'Limited', Cyfyngedig' or permitted alternative specific requirements are eligible to apply for this. For more details, I confirm that the above proposed company meets the conditions for please go to our website exemption from the requirement to have a name ending with 'Limited', www.companieshouse gov uk 'Cyfyngedig' or permitted alternative A4 Company type^o Company type Please tick the box that describes the proposed company type and members' If you are unsure of your company's liability (only one box must be ticked) type, please go to our website Public limited by shares www.companieshouse.gov.uk \square Private limited by shares Private limited by guarantee Private unlimited with share capital Private unlimited without share capital

	INO1 Application to register a company	
A5	Situation of registered office •	
-	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	Registered office Every company must have a registered office and this is the address to which the Registrar will send correspondence
√	Scotland Northern Ireland	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
A6	Registered office address o	
	Please give the registered office address of your company.	• Registered office address You must ensure that the address
Building name/number	17	shown in this section is consistent with the situation indicated in
Street	Trem Y Mynydd	section A5
Post town	Burry Port	You must provide an address in England or Wales for companies to be registered in England and Wales.
County/Region	Carmarthenshire	You must provide an address in
Postcode	S A 1 6 0 F Z	Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively
A7	Articles of association o	
	Please choose one option only and tick one box only	For details of which company type
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	can adopt which model articles, please go to our website www.companieshouse.gov.uk
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	
A8	Restricted company articles ©	
	Please tick the box below if the company's articles are restricted	Restricted company articles Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www.companieshouse.gov.uk

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	ı	
B1	Secretary appointments o	
	Please use this section to list all the secretary appointments taken on formation For a corporate secretary, complete Sections C1-C5	O Corporate appointments For corporate secretary appointments, please complete
Title*		section C1-C5 instead of section B
Full forename(s)		Additional appointments
Surname		If you wish to appoint more than one secretary, please use
Former name(s) •		the 'Secretary appointments' continuation page
		Pormer 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.
B2	Secretary's service address •	
Building name/number		Service address
Street		This is the address that will appear on the public record This does not have to be your usual residential address.
Post town		Please state 'The Company's
County/Region		Registered Office' if your service address will be recorded in the
Postcode		proposed company's register of secretaries as the company's registered office
Country		If you provide your residential address here it will appear on the public record
В3	Signature o	
	I consent to act as secretary of the proposed company named in Section A1	O Signature
	Squature	The person named above consents to act as secretary of the proposed
Signature	×	company

Application to register a company

Corporate secretary

C1	Corporate secretary appointments •	
	Please use this section to list all the corporate secretary appointments taken on formation	Additional appointments If you wish to appoint more than one corporate secretary, please use the
Name of corporate body/firm		'Corporate secretary appointments' continuation page Registered or principal address
Building name/number		This is the address that will appear on the public record This address
Street		must be a physical location for the a PO box number (unless contained within a full address), DX number or
Post town		LP (Legal Post in Scotland) number
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	<u>.</u>
	Is the corporate secretary registered within the European Economic Area (EEA)?	
	 → Yes Complete Section C3 only → No Complete Section C4 only 	
C3	EEA companies [©]	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	● EEA A full list of countries of the EEA can be found in our guidance
Where the company/ firm is registered •		www.companieshouse.gov.uk This is the register mentioned in Article 3 of the First Company Law
Registration number		Directive (68/151/EEC)
C4	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.	Non-EEA Where you have provided details of the register (including state) where the company or firm is registered,
Legal form of the corporate body or firm		you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered •		
Registration number		
C5	Signature •	
	I consent to act as secretary of the proposed company named in Section A1.	⊗ Signature
Signature	Signature X	The person named above consents to act as corporate secretary of the proposed company
		<u> </u>

Application to register a company

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D1	Director appointments •	
,	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	Appointments Private companies must appoint at least one director who is an
Title*	Doctor	individual Public companies must appoint at least two directors, one of
Full forename(s)	Andrew Peter	which must be an individual
Surname	Woolmer	Please provide any previous names
Former name(s)		which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used
Country/State of	United Kingdom	for business purposes.
residence Nationality	British	Country/State of residence This is in respect of your usual
Date of birth	dO d8	residential address as stated in section D4
Business occupation (if any) ©	Marine Ecology Consultant	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 Please complete the service address below You must also fill in the director's usual residential address in Section D4	Service address This is the address that will appear on the public record This does not
Building name/number	The Company's Registered Office	have to be your usual residential address.
Street		Please state 'The Company's Registered Office' if your service address will be recorded in the
Post town		proposed company's register of directors as the company's registered
County/Region		
Postcode		office
		If you provide your residential address here it will appear on the
Country		If you provide your residential
Country D3	Signature [©]	If you provide your residential address here it will appear on the
	Signature © I consent to act as director of the proposed company named in Section A1	If you provide your residential address here it will appear on the

INO1
Application to register a company

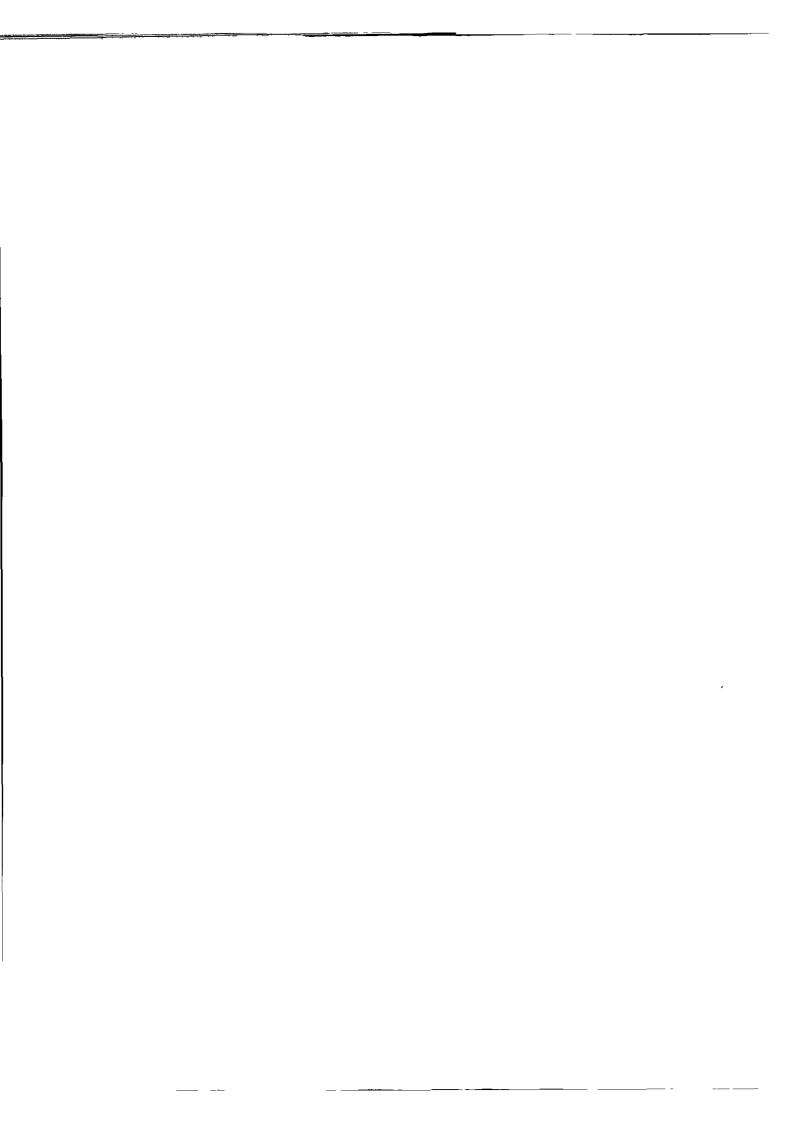
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Director		
D1	Director appointments •	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5.	Appointments Private companies must appoint at least one director who is an
Title*	Mr	individual Public companies must appoint at least two directors, one of
Full forename(s)	Fenton	which must be an individual
Surname	Duke	• Former name(s) Please provide any previous names
Former name(s)		which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used
Country/State of residence	United Kingdom	for business purposes.
Nationality	British	Country/State of residence This is in respect of your usual
Date of birth	18 02 1463	residential address as stated in Section D4
Business occupation (if any) •		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 • Please complete the service address below. You must also fill in the director's	⊗ Service address
Building name/number	usual residential address in Section D4 The Company's Registered Office	This is the address that will appear on the public record This does not
Street	The company's registered office	have to be your usual residential address.
		Please state 'The Company's Registered Office' if your service
Post town		address will be recorded in the proposed company's register of
County/Region		directors as the company's registered
Postcode		If you provide your residential
Country		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	6 Signature The person named above consents
Signature d	Signature X	to act as director of the proposed company
		1

Application to register a company

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Director		
D1	Director appointments •	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	Appointments Private companies must appoint at least one director who is an
Title*	Мг	individual Public companies must appoint at least two directors, one of
Full forename(s)	James	which must be an individual
Surname	Wilson	✔ Former name(s) Please provide any previous names
Former name(s)		which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used
Country/State of residence	United Kingdom	for business purposes.
Nationality	British	Country/State of residence This is in respect of your usual residential address as stated in
Date of birth	^d 2 ^d 7 ^m 0 ^m 5 ^y 1 ^y 9 ^y 6 ^y 7	section D4
Business occupation (if any) ©	NOME	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 Please complete the service address below You must also fill in the director's	⑤ Service address
Building name/number	Usual residential address in Section D4 The Company's Registered Office	This is the address that will appear on the public record. This does not
Street	The Company's Registered Office	have to be your usual residential address.
/		Please state 'The Company's Registered Office' if your service
Post town		address will be recorded in the proposed company's register of
County/Region		directors as the company's registered office
Postcode		If you provide your residential address here it will appear on the
Country		public record
D3	Signature [©]	
	I consent to act as director of the proposed company named in Section A1	⊘ Signature
Signature	Signature X	The person named above consents to act as director of the proposed company
4		



Application to register a company

Corporate director

E1	Corporate director appointments •	
	Please use this section to list all the corporate directors taken on formation	Additional appointments
Name of corporate body or firm		If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.
Building name/number		Registered or principal address
Street		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
Post town		a PO box number (unless contained within a full address), DX number or
County/Region		LP (Legal Post in Scotland) number
Postcode		
Country		
EZ	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	
E3	EEA companies o	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	• EEA A full list of countries of the EEA can be found in our guidance
Where the company/ firm is registered •		www.companieshouse.gov.uk
illii is registered •		This is the register mentioned in Article 3 of the First Company Law
Registration number		Directive (68/151/EEC)
E4	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.	Non-EEA Where you have provided details of the register (including state) where the company or firm is registered,
Legal form of the corporate body or firm		you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered •		
If applicable, the registration number	,	
E5	Signature ©	
	I consent to act as director of the proposed company named in Section A1	© Signature
Signature	Signature X	The person named above consents to act as corporate director of the proposed company



IN01 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). F1 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 Amount paid up on Amount (if any) unpaid Number of shares ② Aggregate nominal value 🗗 (E.g. Ordinary/Preference etc.) each share O on each share • £1 £ 100 £0 100 Ordinary £ £ £ **Totals** £ F2 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 Amount (if any) unpaid on each share • Aggregate nominal value 🛭 Amount paid up on Number of shares 2 (E.g. Ordinary/Preference etc.) each share 🛈 Totals Currency Class of shares Amount (if any) unpaid Aggregate nominal value 🛭 Number of shares ② Amount paid up on (E.g. Ordinary/Preference etc.) each share 0 on each share O Totals **Totals** Please give the total number of shares and total aggregate nominal value of • Total aggregate nominal value issued share capital Please list total aggregate values in different currencies separately For Total number of shares 100 example £100 + €100 + \$10 etc.

Number of shares issued multiplied by

nominal value of each share.

Total aggregate

nominal value 0

share premium

£100

• Including both the nominal value and any

Total number of issued shares in this class.

Please use a Statement of Capital continuation

Continuation Pages

page if necessary

Application to register a company

F4 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	• Prescribed particulars of rights attached to shares	
Class of share	Ordinary	The particulars are a particulars of any voting rights.	
Class of share Prescribed particulars •	Each share has full rights in the Company with respect to voting, dividends and distributions	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	
•		,	

IN01 Application to register a company

lass of share		O Prescribed particulars of rights
		attached to shares
Class of share Prescribed particulars O		O 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 a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary
	·	

Application to register a company

F5

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

Jabachaera	שטעור ובאטכוועמו מעעור	.33		ļ	acomination pag	,
Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name Bwyd Mor Limited	ordinary	75	GBP	£1	£0	£75
Address				- 		
17 Trem Y Mynydd Burry Port SA16 0FZ						
Name Fenton Duke	ordinary	25	GBP	£1	£0	£25
Address 17 Trem Y Mynydd Burry Port						
SA16 0FZ						
Name						
Address						
Name						
Address						
Name						
Address			·			
	_ <u></u>	<u> </u>			L.—	<u> </u>

	INO1 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)	-	
G1	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	appear on the public record They do not have to be the subscribers' usual residential address. The Amount guaranteed Any valid currency is permitted. Continuation pages Please use a 'Subscribers' continuation page if necessary	
	Subscriber's details	-	
Forename(s) •		-	
Surname ©		-	
Address •		-	
Postcode			
Amount guaranteed •		-	
	Subscriber's details	-	
Forename(s) •		-	
Surname •		-	
Address ②		- -	
Postcode			
Amount guaranteed		-	
-	Subscriber's details	-	
Forename(s) •		-	
Surname •		- (
Address •		-	
Postcode			
Amount guaranteed		-	

IN01 Application to register a company

	Subscriber's details	O Name
Forename(s) •		Please use capital letters.
Surname •		• Address The addresses in this section will
Address •		appear on the public record They do not have to be the subscribers' usual
		residential address.
Postcode		Amount guaranteed Any valid currency is permitted
Amount guaranteed		Continuation pages Please use a 'Subscribers'
	Subscriber's details	continuation page if necessary
Forename(s) •		
Surname •		
Address •		
Postcode		
Amount guaranteed		
	Subscriber's details	
Forename(s) •		
Surname O	•	
Address 2		
Postcode		
Amount guaranteed		
	Subscriber's details	
Forename(s) •		
Surname •		
Address @		
Postcode		
Amount guaranteed •		
	Subscriber's details	
Forename(s) •		
Surname •		•
Address ②		• [
Postcode		
Amount guaranteed®		·
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Application to register a company

Part 5	Statement of compliance	
	This section must be completed by all companies	ļ
	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)	
H1	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	Statement of compliance delivered by the subscribers Every subscriber to the memorandum of association must
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	sign the statement of compliance.
Subscriber's signature	Signature X	
Subscriber's signature	Signature X	!
Subscnber's signature	Signature X	
Subscriber's signature	Signature X	
Subscriber's signature	Signature X	

IN01 Application to register a company Subscriber's signature **Continuation pages** X Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign Subscriber's signature X X Subscriber's signature X Subscriber's signature X Н2 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 Country I confirm that the requirements of the Companies Act 2006 as to registration have been complied with Agent's signature Signature X X

Application to register a company

Presenter information	Important 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.	Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses
Jenny Henderson Company name	£ How to pay
Address 17 Trem Y Mynydd	A fee is payable on this form Make cheques or postal orders payable to 'Companies House' For information on fees, go to www.companieshouse.gov.uk
	₩ Where to send
Post town Burry Port County/Region Carmarthenshire Postcode S A 1 6 0 F Z Country United Kingdom	You may return this form to any Companies Hous address, however for expediency we advise you t 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
Telephone 07772 269112	
✓ Certificate We will send your certificate to the presenters address	For companies registered in Scotland The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
(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)	DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post) For companies registered in Northern Ireland
✓ Checklist We may return forms completed incorrectly or	The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1
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	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
If the name of the company is the same as one already on the register as permitted by The Company	i Further information
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	For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquines@companieshouse.gov.uk
They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland)	This form is available in an
number	alternative format. Please visit the
☐ The document has been signed, where indicated ☐ All relevant attachments have been included	forms page on the website at
 □ You have enclosed the Memorandum of Association □ You have enclosed the correct fee 	www.companieshouse.gov.uk

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of Gower Clams Limited

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		Authentjeation by each subscriber
Fenton Duke	✓	
Bwyd Mor Limited	✓	arks.

Dated 12th June 2012.

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