

FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 8532095

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

THE PRIVATE DENTAL PRACTICE 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

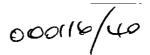
Given at Companies House on 16th May 2013



N08532095J







In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company



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 You cannot use this form a limited liability partnei this, please use form LL I



14/05/2013

COMPANIES HOUSE

A27Y8UGU

#59 08/05/2013 **COMPANIES HOUSE Company details** Part 1 Α1 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 1 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 The Private Dental Practice Limited name in full 6 are various rules that may affect your choice of name More information on this is available in 08532095 For official use our quidance booklet GP1 at www.companieshouse.gov.uk A2 Company name restrictions @ 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 guidance booklet GP1 at I confirm that the proposed company name contains sensitive or restricted 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 • 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 www companieshouse gov uk Public limited by shares \mathbf{Z} 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 o			
	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	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		
A6	Registered office address o			
Building name/number	Please give the registered office address of your company First Floor, Highfield House	Registered office address You must ensure that the address shown in this section is consistent with the situation indicated in		
Street	Bartons Road	with the situation indicated in section A5 You must provide an address in England or Wales for companies to		
Post town	Fordingbridge	be registered in England and Wales		
County/Region Postcode	HANTS S P 6 1 J D	You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland		
		respectively		
A7	Articles of association			
	Please choose one option only and tick one box only	• For details of which company type can adopt which model articles,		
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	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 o			
	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		

CHFP000 05/12 Version 5 0

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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	'	
B1	Secretary appointments •	
	Please use this section to list all the secretary appointments taken on formation For a corporate secretary, complete Sections C1-C5	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
		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/numb	per	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	Signature The person named above consents
Signature	Signature	to act as secretary of the proposed
	X	company

INO1 - 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
Building name/number		Registered or principal address This is the address that will appear on the public record This address
Street		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
Post town		LP (Legal Post in Scotland) number
County/Region		
Postcode		
Country		
C2	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 	
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 9		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
Legal form of the corporate body or firm		the company or firm is registered, 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

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Application to register a company

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)	Nicolas Jeremy	which must be an individual
Surname	Arnold	◆ 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. Country/State of residence
Nationality	British	This is in respect of your usual residential address as stated in
Date of birth	^d 0 ^d 2 ^m 0 ^m 3 ^y 1 ^y 9 ^y 6 ^y 0	section D4
Business occupation (if any) o		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
	usual residential address in Section D4	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		office office
Postcode		If you provide your residential address here it will appear on the
Country		public record
D3	Signature [©]	<u>. </u>
	I consent to act as director of the proposed company named in Section A1	O Signature The person named above consents
Signature	Signature X	to act as director of the proposed company

INO1 .
Application to register a company

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*		individual Public companies must appoint at least two directors, one of
Full forename(s)		which must be an individual
Surname		Please provide any previous names
Former name(s) •• Country/State of		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.
residence 🛛		❸ Country/State of residence
Nationality Date of birth	d d m m y y y	This is in respect of your usual 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 usual residential address in Section D4	Service address This is the address that will appear
Building name/number		on the public record This does not have to be your usual residential
Street		address 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		office
Postcode		If you provide your residential address here it will appear on the
Country		public record
D3	Signature ⁶	1
	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

INO1
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 If you wish to appoint more than one
Name of corporate body or firm		corporate director, please use the 'Corporate director appointments'
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		
E2	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 ®	
	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)
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 •		
f applicable, the registration number		
E5	Signature 9	
	I consent to act as director of the proposed company named in Section A1	⊙ Signature
Signature	Signature	The person named above consents to act as corporate director of the

	INO1 · Application to reg	ister a company				
Part 3	Statement (of capital		i		<u> </u>
	·	have share capital? Dete the sections below Part 4 (Statement of	guarantee)			
F1	Share capital in	pound sterling (£)				
		och class of shares held in omplete Section F1 and				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share •	Amount (if any) unpaid on each share ①	Number of share	es 0	Aggregate nominal value
Ordinary		1	0	100		£ 100
						£
						£
	-					£
			Totals	100	<u>.</u> .	£ 100
F2	Share capital in	other currencies				
Please complete a sep		ny class of shares held in urrency	other currencies			
Currency Class of shares	<u> </u>	Amount paid up on	Amount (if any) unpaid	Number of share	oc 0	Aggregate nominal value 3
(E g Ordinary/Preference etc		each share •	on each share			Aggregate normala value
			Totals			
					 	
Currency						
Class of shares (E g Ordinary/Preference etc	:)	Amount paid up on each share	Amount (if any) unpaid on each share •	Number of shar	es 0	Aggregate nominal value 1
			Totals			
			10(2)3			<u> </u>
F3	Totals Please give the total issued share capital		otal aggregate nominal i	value of		gregate nominal value st total aggregate values in
Total number of shares	different currencies separatel example £100 + €100 + \$100					
Total aggregate nominal value •	100					
● Including both the nomi share premium	nal value and any	Number of shares issued r nominal value of each sha	' '	itinuation Page ise use a Statem		al continuation

② Total number of issued shares in this class

page if necessary

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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		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 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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Class of share	!	Prescribed particulars of rights
Prescribed particulars •		 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
		CHEDOOO

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Application to register a company

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	-	

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

subscribers' usual residential address					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 Nicolas Arnold	Ordinary	100	£	1	0	100	
Address Burbush Farm Pound Lane							
Burley HANTS, BH24 4EF							
Name							
Address							
Name							
Address							
Name							
Address							
Name							
Address							

	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,	Name Please use capital letters Address The addresses in this section will appear on the public record They do not have to be the subscribers' usual residential address Amount guaranteed Any valid currency is permitted Continuation pages
	- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.	Please use a 'Subscribers' continuation page if necessary
F	Subscriber's details	.
Forename(s) •		-
Surname •		-
Address 2		-
Postcode		
		-
Amount guaranteed		
	Subscriber's details	-
Forename(s) •		-
Surname •		-
Address 9		-
Postcode		
Amount guaranteed 1		-
	Subscriber's details	•
Forename(s) •		-
Surname •		-
Address 🔮		•
		-
Postcode		
Amount guaranteed		-

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	Subscriber's details	O Name
Forename(s) •		Please use capital letters
Surname •		Address The addresses in this section will
Address 0		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 9		Continuation pages Please use a 'Subscribers'
	Subscriber's details	continuation page if necessary
Forename(s) •		
Surname •		
Address 🛛		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname •		
Address 2		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname •		
Address 2		
Postcode		
Amount guaranteed		
	Subscriber's details	
Forename(s) •		
Surname •		
Address •		
Postcode		
Amount guaranteed 9		
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Statement of compliance Part 5 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) H1 Statement of compliance delivered by the subscribers • Please complete this section if the application is not delivered by an agent Statement of compliance delivered by the subscribers for the subscribers of the memorandum of association Every subscriber to the memorandum of association must sign the statement of compliance I confirm that the requirements of the Companies Act 2006 as to registration have been complied with Subscriber's signature X X Winder Hungar Subscriber's signature X X Subscriber's signature X

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	· · · · · · · · · · · · · · · · · · ·		
Subscriber's signature	_Segnature	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	×	
Subscriber's signature	Signature X	×	
H2	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 registrate have been complied with	on	
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		
Contact name James Nuttall	f How to pay		
Company name MedFinancial			
Address First Floor, Highfield House	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		
Bartons Road	☑ Where to send		
Post town	You may return this form to any Companies House		
Fordingbridge County/Region	address, however for expediency we advise you to		
HANTS	return it to the appropriate address below		
Postcode S P 6 1 J D			
Country	For companies registered in England and Wales		
UK 🖪	The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ		
	DX 33050 Cardiff		
Telephone 01425 658 400			
✓ Certificate	For companies registered in Scotland		
Certificate	The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2,		
We will send your certificate to the presenters address	139 Fountainbridge, Edinburgh, Scotland, EH3 9FF		
(shown above) or if indicated to another address shown below	DX ED235 Edinburgh 1		
	or LP - 4 Edinburgh 2 (Legal Post)		
☐ At the registered office address (Given in Section A6) ☐ At the agents address (Given in Section H2)	Pan annual annual and the Mark and I also d		
	For companies registered in Northern Ireland The Registrar of Companies, Companies House,		
✓ Checklist	Second Floor, The Linenhall, 32-38 Linenhall Street,		
We may return forms completed incorrectly or	Belfast, Northern Ireland, BT2 8BG		
with information missing	DX 481 N R Belfast 1		
Please make sure you have remembered the	Section 243 exemption		
following	If you are applying for, or have been granted a section		
☐ You have checked that the proposed company name is	243 exemption, please post this whole form to the		
available as well as the various rules that may affect	different postal address below		
your choice of name More information can be found	The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE		
in guidance on our website	Caroni, Ci 17 Stil		
If the name of the company is the same as one already on the register as permitted by The Company	Further information		
and Business Names (Miscellaneous Provisions)	For further information, please see the guidance notes		
Regulations 2008, please attach consent	on the website at www companieshouse gov uk		
☐ You have used the correct appointment sections	or email enquiries@companieshouse gov uk		
☐ 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)	This form is available in an		
number			
☐ The document has been signed, where indicated	alternative format. Please visit the		
☐ All relevant attachments have been included	forms page on the website at		

www.companieshouse.gov.uk

 $\ \square$ You have enclosed the correct fee

 $\hfill \square$ You have enclosed the Memorandum of Association

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of The Private Dental Practice 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

Authentication by each subscribe

Nicolas Arnold

Dated 30/04/2013