

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **9569006**

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

SUNDANCE SOLUTIONS EUROPE 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 and Wales

Given at Companies House, Cardiff, on **30th April 2015**



N09569006M

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 29/04/2015



X46BPGU3

*Company Name
in full:*

SUNDANCE SOLUTIONS EUROPE LIMITED

Company Type:

Private limited by shares

*Situation of Registered
Office:*

England and Wales

*Proposed Register
Office Address:*

**C/O GORDON DADDS 6 AGAR STREET
LONDON
UNITED KINGDOM
WC2N 4HN**

I wish to partially adopt the following model articles: **Private (Ltd by Shares)**

Company Secretary 1

Type: **Corporate**

Name: **GORDON DADDS COMPANY SECRETARIAL SERVICES LIMITED**

*Registered or
Principal Office
Address:* **6 AGAR STREET
LONDON
UNITED KINGDOM
WC2N 4HN**

European Economic Area (EEA) Company

Register Location: **UNITED KINGDOM**

Registration Number: **01283683**

Consented to Act: **Y** *Date authorised:* **30/04/2015** *Authenticated:* **YES**

Company Director ***I***

Type: **Person**

Full forename(s): **WILLIAM**

Surname: **PURDY**

Former names:

Service Address: **79 PRIMROSE STREET
WHITE PLAINS
NEW YORK
USA
10606**

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

Date of Birth: **19/09/1956**

Nationality: **AMERICAN**

Occupation: **CEO**

Consented to Act: **Y**

Date authorised: **30/04/2015**

Authenticated: **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	1000
		<i>Aggregate nominal value</i>	1000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1000
		<i>Total aggregate nominal value</i>	1000

Initial Shareholdings

Name: **SUNDANCE ENTERPRISES INC**

Address: **79 PRIMROSE STREET
WHITE PLAINS
NEW YORK
USA
10606**

Class of share: **ORDINARY**

Number of shares: **1000**

Currency: **GBP**

*Nominal value of
each share:* **1**

Amount unpaid: **0**

Amount paid: **1**

Statement of Compliance

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

Name: **SUNDANCE ENTERPRISES INC**

Authenticated: **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated: **Yes**

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

Sundance Solutions Europe 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 each.

Name of each subscriber

Authentication by each subscriber

Sundance Enterprises Inc

Dated: 29 April 2015

COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

Sundance Solutions Europe Limited

The Company elects to adopt 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 incorporation with the following modifications:

1. CONFLICTS AND DECLARATION OF INTEREST

- 1.1 Article 14 of the Model Articles shall not apply to the Company.
- 1.2 A director who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement in accordance with the Act.
- 1.3 A director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other directors as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under Article 1.2.
- 1.4 Subject, where applicable, to the disclosures required under Article 1.2 and Article 1.3 and to any terms and conditions imposed by the directors in accordance with Article 1, a director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Company in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present.

2. CHAIRMAN'S CASTING VOTE