

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **10654247**

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

**BABYSANDMOTHERS 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 **6th March 2017**



\* N10654247G \*



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



Companies House

**IN01**<sub>(ef)</sub>

**Application to register a company**



Received for filing in Electronic Format on the: **04/03/2017**

X61ITMRT

*Company Name in  
full:*

**BABYSANDMOTHERS LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of  
Registered Office:*

**England and Wales**

*Proposed Registered  
Office Address:*

**10 ALBION HOUSE  
CHURCH STREET  
LONDON  
UNITED KINGDOM E16 2ND**

*Sic Codes:*

**14110  
14190  
14390  
14310**

*I wish to entirely adopt the following model articles:*

**Private (Ltd by Shares)**

*Company Director* 1

*The subscribers confirm that the person named has consented to act as a director.*

## *Statement of Capital (Share Capital)*

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|                               |                 |                                 |                |
|-------------------------------|-----------------|---------------------------------|----------------|
| <i>Class of Shares:</i>       | <b>ORDINARY</b> | <i>Number allotted</i>          | <b>200000</b>  |
| <i>Currency:</i>              | <b>GBP</b>      | <i>Aggregate nominal value:</i> | <b>1000000</b> |
| <i>Prescribed particulars</i> |                 |                                 |                |

**EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING,  
DIVIDENDS AND DISTRIBUTIONS.**

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### **Statement of Capital (Totals)**

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|                  |            |                                       |                |
|------------------|------------|---------------------------------------|----------------|
| <i>Currency:</i> | <b>GBP</b> | <i>Total number of shares:</i>        | <b>200000</b>  |
|                  |            | <i>Total aggregate nominal value:</i> | <b>1000000</b> |
|                  |            | <i>Total aggregate unpaid:</i>        | <b>0</b>       |

## *Initial Shareholdings*

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*Name:*            **ADETAYO AWOLAJA**

*Address*        **10 ALBION HOUSE CHURCH  
STREET  
LONDON  
UNITED KINGDOM  
E16 2ND**

*Class of Shares:*        **ORDINARY**

*Number of shares:*        **200000**

*Currency:*                **GBP**

*Nominal value of each  
share:*                      **5**

*Amount unpaid:*            **0**

*Amount paid:*             **1000000**

## ***Persons with Significant Control (PSC)***

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### **Statement of initial significant control**

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**On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company**

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## ***Individual Person with Significant Control details***

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*Names:* **MRS ESTHER OLOLADE AWOLAJA**

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

*Date of Birth:* **\*\*/06/1988** *Nationality:* **ITALIAN**

*Service address recorded as Company's registered office*

*The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.*

|                          |                                                                                                                                                                                                                                                                                                                                                                            |
|--------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>Nature of control</i> | The person holds, directly or indirectly, more than 50 % but less than 75% of the shares in the company.                                                                                                                                                                                                                                                                   |
| <i>Nature of control</i> | The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) hold, directly or indirectly, more than 50 % but less than 75% of the shares in the company.                                                                                      |
| <i>Nature of control</i> | The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and the members of that firm (in their capacity as such) hold, directly or indirectly, 75% or more of the shares in the company.                                           |
| <i>Nature of control</i> | The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and the members of that firm (in their capacity as such) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company. |
| <i>Nature of control</i> | The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.                                                                                                                                                                                                                                                |
| <i>Nature of control</i> | The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.                                                                 |
| <i>Nature of control</i> | The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company.              |
| <i>Nature of control</i> | The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company.                                                                              |
| <i>Nature of control</i> | The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that,                                                                                                                                                                                                                                          |

under the law by which it is governed, is not a legal person; and the members of that firm (in their capacity as such) hold, directly or indirectly, more than 50% but less than 75% of the voting rights in the company.

*Nature of control*

The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) hold, directly or indirectly, more than 50% but less than 75% of the voting rights in the company.

*Nature of control*

The person holds, directly or indirectly, 75% or more of the voting rights in the company.

## ***Statement of Compliance***

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

*Name:* **ADETAYO AWOLAJA**  
*Authenticated* **YES**

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## ***Authorisation***

*Authoriser Designation:* **subscriber** *Authenticated* **YES**

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# COMPANY HAVING A SHARE CAPITAL

## Memorandum of association of BABYSANDMOTHERS 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               |
|-------------------------|------------------------------|
| Adetayo Awolaja         | Authenticated Electronically |

Dated: 04/03/2017