

**FILE COPY**



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

Company Number **11497305**

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

**GEMINI EUROPE, LTD**

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 **2nd August 2018**



\* N11497305H \*



**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: **01/08/2018**

X7BFP1BF

*Company Name in full:*

**GEMINI EUROPE, LTD**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**C/O JORDAN'S CORPORATE LAW LIMITED SUITE 1, 3RD FLOOR  
11-12 ST. JAMES'S SQUARE  
LONDON  
UNITED KINGDOM SW1Y 4LB**

*Sic Codes:*

**66110**

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

**Private (Ltd by Shares)**

## *Proposed Officers*

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*Company Director*      *1*

*Type:*                      **Person**

*Full Forename(s):*        **MR CAMERON**

*Surname:*                **WINKLEVOSS**

*Former Names:*

*Service Address:*        **recorded as Company's registered office**

*Country/State Usually*    **UNITED STATES**

*Resident:*

*Date of Birth:*    **\*\*/08/1981**                      *Nationality:*    **AMERICAN**

*Occupation:*    **PRESIDENT**

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

## *Company Director*      2

*Type:*                                      **Person**

*Full Forename(s):*                      **MR TYLER**

*Surname:*                                **WINKLEVOSS**

*Former Names:*

*Service Address:*                      **recorded as Company's registered office**

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

*Date of Birth:*    **\*\*/08/1981**                                      *Nationality:*    **AMERICAN**

*Occupation:*    **CEO**

*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>1</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>1</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>1</b>
		<i>Total aggregate nominal value:</i>	<b>1</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## *Initial Shareholdings*

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*Name:* **GEMINI EUROPE, LLC**

*Address* **FARMERS BANK BUILDING  
301 N. MARKET STREET  
SUITE 1463  
WILMINGTON  
UNITED STATES  
UNITED STATES  
19801**

*Class of Shares:* **ORDINARY**

*Number of shares:* **1**

*Currency:* **GBP**

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

*Amount unpaid:* **0**

*Amount paid:* **1**

## ***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:* **MR CAMERON WINKLEVOSS**

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

*Date of Birth:* **\*\*/08/1981** *Nationality:* **AMERICAN**

*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.*



*Nature of control*

The person has the right to exercise, or actually exercises, significant influence or control over the company.

## *Individual Person with Significant Control details*

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*Names:* **MR TYLER WINKLEVOSS**

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

*Date of Birth:* **\*\*/08/1981** *Nationality:* **AMERICAN**

*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.*

*Nature of control*

The person has the right to exercise, or actually exercises, significant influence or control over the company.

## *Other Registrable Person with Significant Control details*

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*Company Name:* CAMERON WINKLEVOSS FAMILY TRUST

*Service Address:* C/O DEUTSCHE BANK TRUST COMPANY DELAWARE  
1011 CENTRE ROAD  
SUITE 200  
WILMINGTON  
DELAWARE  
UNITED STATES  
19805

*Legal Form:* TRUST COMPANY

*Governing Law:* UNITED STATES LAW

*Nature of control*

The other registrable person holds, directly or indirectly, more than 25% but not more than 50 % of the shares in the company.

## *Other Registrable Person with Significant Control details*

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*Company Name:* **TYLER WINKLEVOSS FAMILY TRUST**

*Service Address:* **C/O DEUTSCHE BANK TRUST COMPANY DELAWARE  
1011 CENTRE ROAD  
SUITE 200  
WILMINGTON  
DELAWARE  
UNITED STATES  
19805**

*Legal Form:* **TRUST COMPANY**

*Governing Law:* **UNITED STATES LAW**

*Nature of control*

The other registrable person holds, directly or indirectly, more than 25% but not more than 50 % of the shares 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:* **GEMINI EUROPE, LLC**  
*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 GEMINI EUROPE, LTD

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
Gemini Europe, LLC	Authenticated Electronically

Dated: 01/08/2018