

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **12145282**

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

CERES & FLORA 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 **8th August 2019**



* N12145282C *



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: 07/08/2019

X8BCD00X

Company Name in full: **CERES & FLORA LTD**

Company Type: **Private company limited by shares**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **24 JOHN HUNTER AVENUE
LONDON
UNITED KINGDOM SW17 7FA**

Sic Codes: **47910**

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

Proposed Officers

Company Director ***1***

Type: **Person**

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

Surname: **HARPER**

Former Names:

Service Address: **FLAT 4 JOHN CONWAY HOUSE
12 HERBERT MEWS
LONDON
UNITED KINGDOM**

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

Date of Birth: ****/10/1990** ***Nationality:*** **BRITISH**

Occupation: **DIRECTOR**

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

Company Director **2**

Type:	Person
Full Forename(s):	MR BENJAMIN
Surname:	BROADHURST
Former Names:	
Service Address:	28 WALL END ROAD LONDON ENGLAND E6 2NR
Country/State Usually Resident:	UNITED KINGDOM

Date of Birth: ****/04/1977** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

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

Company Director 3

Type:	Person
Full Forename(s):	MR FRAZER
Surname:	CAMPBELL
Former Names:	
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	UNITED KINGDOM

Date of Birth: ****/08/1991**

Nationality: **BRITISH**

Occupation: **SALES
DIRECTOR**

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

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	99
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	99
<i>Prescribed particulars</i>			

FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	99
		<i>Total aggregate nominal value:</i>	99
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **MICHAEL HARPER**

Address **FLAT 4 JOHN CONWAY
HOUSE
12 HERBERT MEWS
LONDON
UNITED KINGDOM**

Class of Shares: **ORDINARY**

Number of shares: **33**

Currency: **GBP**

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

Amount unpaid: **0**

Amount paid: **33**

Name: **BENJAMIN BROADHURST**

Address **28 WALL END ROAD
LONDON
ENGLAND
E6 2NR**

Class of Shares: **ORDINARY**

Number of shares: **33**

Currency: **GBP**

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

Amount unpaid: **0**

Amount paid: **33**

Name: **FRAZER CAMPBELL**

Address **24 JOHN HUNTER AVENUE
LONDON
UNITED KINGDOM
SW17 7FA**

Class of Shares: **ORDINARY**

Number of shares: **33**

Currency: **GBP**

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

Amount unpaid: **0**

Amount paid: **33**

Persons with Significant Control (PSC)

Statement of initial significant control

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

Individual Person with Significant Control details

Names: **MR MICHAEL HARPER**

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

Date of Birth: ****/10/1990** ***Nationality:*** **BRITISH**

Service Address: **FLAT 4 JOHN CONWAY HOUSE
12 HERBERT MEWS
LONDON
UNITED KINGDOM**

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 25% but not more than 50 % of the voting rights in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the shares in 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.

Individual Person with Significant Control details

Names: **MR FRAZER CAMPBELL**

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

Date of Birth: ****/08/1991** ***Nationality:*** **BRITISH**

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 25% but not more than 50 % of the voting rights in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the shares in 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.

Individual Person with Significant Control details

Names: **MR BENJAMIN BROADHURST**

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

Date of Birth: ****/04/1977** ***Nationality:*** **BRITISH**

Service Address: **28 WALL END ROAD
LONDON
ENGLAND
E6 2NR**

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<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the voting rights in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the shares in 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.

Statement of Compliance

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

Name: **MICHAEL HARPER**
Authenticated **YES**
Name: **BENJAMIN BROADHURST**
Authenticated **YES**
Name: **FRAZER CAMPBELL**
Authenticated **YES**

Authorisation

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

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of CERES & FLORA 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
Michael Harper	Authenticated Electronically
Benjamin Broadhurst	Authenticated Electronically
Frazer Campbell	Authenticated Electronically

Dated: 07/08/2019