

FILE COPY



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

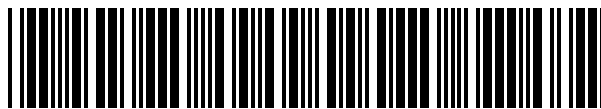
Company Number **13994437**

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

**ACADEMIC PROGRAMS INTERNATIONAL UK OPERATING
COMPANY 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 **22nd March 2022**



N13994437R



Companies House



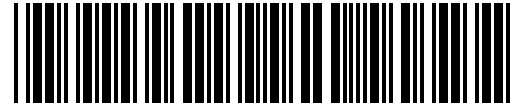
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **21/03/2022**

XB08LWL7

Company Name in full: **ACADEMIC PROGRAMS INTERNATIONAL UK OPERATING COMPANY LIMITED**

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

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

Proposed Registered Office Address: **OFFICE 3 98 GREAT RUSSELL STREET
LONDON
UNITED KINGDOM WC1B 3LH**

Sic Codes: **85600**

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

Company Director *1*

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

Occupation: **LAWYER**

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

Company Director 2

Type: **Person**

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

Surname: **VOGT**

Former Names:

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

Country/State Usually **UNITED STATES**

Resident:

Date of Birth: ****/12/1963** *Nationality:* **AMERICAN**

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

Initial Shareholdings

<i>Name:</i>	ACADEMIC PROGRAMS INTERNATIONAL IRELAND HOLDING COMPANY LIMITED	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	3RD FLOOR KILMORE HOUSE PARK LANE SPENCER DOCK DUBLIN IRELAND 1	<i>Number of shares:</i>	1
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

Persons with Significant Control (PSC)

Statement of no PSC

The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company

Statement of Compliance

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

memorandum delivered by an agent for the subscriber(s): **YES**

Agent's Name: **BROWN RUDNICK LLP**

Agent's Address: **8 CLIFFORD STREET
LONDON
ENGLAND
W1S 2LQ**

Authorisation

Authoriser Designation: **agent** *Authenticated* **YES**

Agent's Name: **BROWN RUDNICK LLP**

Agent's Address: **8 CLIFFORD STREET
LONDON
ENGLAND
W1S 2LQ**

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of

**ACADEMIC PROGRAMS INTERNATIONAL UK OPERATING COMPANY
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
ACADEMIC PROGRAMS INTERNATIONAL IRELAND HOLDING COMPANY LIMITED	Authenticated Electronically

Dated: 21/03/2022