



Companies House
for the record

CHFP000



100364

BR1

This form should be completed in black

**Return delivered for registration of a branch of
an overseas company**

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

Corporate name
(See note 5) (name in parent state)
Business name
(if different to corporate name)

Country of Incorporation
Identity of register
(if applicable)

SK. NO 13
Legal form
(See note 3)

For office
use only

CN

FC 23988

BN

BR 6638

M.C.D. TEKSTİL TİCARET VE SANAYİ

LTD. LIMITED SİRKETİ

TURKEY

CHAMBER OF COMMERCE & BOSS ZARBAK

BURSA TURKEY and registration no. 51942

PRIVATE LIMITED COMPANY.

[1] See note 2

PAF



VLS

[1]

A36
COMPANIES HOUSE
COMPANIES HOUSE
COMPANIES HOUSE
COMPANIES HOUSE
0885
11/07/02
05/07/02
28/06/02
11/06/02

* State whether the company is
a credit or financial institution

* Is the company subject to Section 699A of the Companies Act 1985?

YES ☐

NO ☒

(1) These boxes need not be completed by companies formed in EC member states

Governing law
(See note 4)

COMPANY FORMED

ACCORDING TO TURKISH TRADE LAW 509.

Accounting
requirements

Period for which the company is required to prepare accounts by
parent law. from JUNE 2002 to MAY 2003.

Period allowed for the preparation and public disclosure of accounts
for the above period 9 MONTHS months

(02/00)

• **•**

[illegible]

Journal of Management Education 30(6)p. 789-804

1. *Journal of the American Medical Association*, 1997; 277: 1033-1036.

[illegible]

2. $\frac{1}{2} = \frac{1}{2}$

(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of business in home country

* Objects of company

Issued share capital

* TEXTILE MANUFACTURING & CONVERTER.

Company Secretary(ies)

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

* Style / Title

Forenames

Surname

* Honours etc.

Previous Forenames

Previous surname

Post town

County / Region

Postcode

Country

Company Secretary(ies)

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

(You may photocopy this page if required)

* Style / Title

Forenames

Surname

* Honours etc.

Previous Forenames

Previous surname

Post town

County / Region

Postcode

Country

THEORY OF THE EARTH

The theory of the earth is a branch of geology which deals with the origin and development of the earth and its various parts.

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Directors

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

(You may photocopy this page as required)

* Style / Title MR.Forenames MUHAMMER.Surname ACAR.

* Honours etc.

Previous Forenames

Previous surname

AKMAN 2 VILLAIANIBADEMELI BURSAPost town TURKEY.

County / Region

Postcode Country TURKEY

Date of Birth

Day Month Year

13 02 1964

Nationality TURKISHBusiness Occupation MANAGING DIRECTOR.Other Directorships BEZTAS. SAN VE TICARET LTDDEMIRTAS ORGANIZE SANAYI BOLGESI
2 BULVE ZAMBAK SK NO19 BURSA
TURKEY

The extent of the authority to represent the company is :- (give details)

AUTHORITY TO REPRESENT COMPANY
IN NAME OR VOT. BANKING
NO LIMITATIONS.

These powers :-

☒ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

1. The first part of the paper is devoted to a discussion of the general principles of the theory of the structure of the atom.

2. The second part of the paper is devoted to a discussion of the general principles of the theory of the structure of the atom.

3. The third part of the paper is devoted to a discussion of the general principles of the theory of the structure of the atom.

4. The fourth part of the paper is devoted to a discussion of the general principles of the theory of the structure of the atom.

5. The fifth part of the paper is devoted to a discussion of the general principles of the theory of the structure of the atom.

6. The sixth part of the paper is devoted to a discussion of the general principles of the theory of the structure of the atom.

Directors

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

(You may photocopy this page as required)

* Style / Title

Forenames

Surname

* Honours etc.

Previous Forenames

Previous surname

Post town

County / Region

Postcode

Country

Date of Birth

Nationality

Business Occupation

Other Directorships

The extent of the authority to represent the company is :- (give details)

These powers :-

☒ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

Constitution of company

(See notes 6 to 9)

Mark box(es)
as applicable

(See note 9)

#

☒

A certified copy of the instrument constituting or defining the constitution of the company

AND

☒

* A certified translation

* is / are delivered for registration

* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form.

#

☐

A copy of the latest accounts of the company

AND

☐

* A certified translation

* is / are delivered for registration

*NONE PRODUCED
TO DATE COMP
ONLY JUST FORMED
NEW COMPANY.*

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

#

☐

The Constitutional documents (* and certified translations)

AND / OR

☐

The latest accounts (* and certified translations)

of the company were previously delivered on the registration of the branch of the company at :-

Cardiff

☐

Edinburgh

☐

Belfast

☐

Registration no.

AND/OR

The company may rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

☐

the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry.

Registration no.

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

☐

The Constitutional documents (* and certified translation)

AND / OR

☐

Particulars of the current directors and secretary(ies)

were previously delivered in respect of a place of business of the company registered at THIS registry.

Registration no.

NOTE :- In all cases, the registration number of the branch or place of business relied upon must be given.

PART B - BRANCH DETAILS

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.)

Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

* Style / Title MR.
 Forenames MUHAMMER.
 Surname ACAR
 Address AKMAN 2 VILLAIARI
BADEMELI BURSA
 Post town TURKEY
 County / Region _____ Postcode . _____
 Is # ☒ Authorised to accept service of process on the company's behalf
 * AND/OR
 Is # ☒ Authorised to represent the company in relation to that business
 The extent of the authority to represent the company is :- (give details)

AUTHORITY TO REPRESENT
COMPANY IN MATTERS OF VAT
BEHAVING NO LIMITATIONS

These powers :-

☒ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

1. The first part of the paper is devoted to a discussion of the

2. The second part of the paper is devoted to a discussion of the

3. The third part of the paper is devoted to a discussion of the

4. The fourth part of the paper is devoted to a discussion of the

5. The fifth part of the paper is devoted to a discussion of the

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.)
Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

(You may photocopy this page as required)

* Style / Title	<u>MR.</u>	
Forenames	<u>ANTHONY ADDINGTON</u>	
Surname	<u>PROCTER</u>	
Address	<u>THE OLD RECTORY</u> <u>BREWEN ST LOSTON</u>	
Post town	<u>SURREY</u>	
County / Region		Postcode <u>RT1 4QN</u>
Is # <input checked="" type="checkbox"/>	Authorised to accept service of process on the company's behalf	
* AND/OR		
Is # <input type="checkbox"/>	Authorised to represent the company in relation to that business	
The extent of the authority to represent the company is :- (give details)		
<u>TO DEAL WITH MATTERS</u> <u>OF BANKING, AND PURCHASING</u>		
These powers :-		
# <input checked="" type="checkbox"/>	May be exercised alone	
OR		
# <input type="checkbox"/>	Must be exercised with :-	
(Give name(s) of co-authorised person(s))		

Address of branch

(See note 11)

Address Unit 4 6 HOXTON SQUARE
LONDON

Post town _____

County / Region _____

Postcode N16NU**Branch Details**

(See note 12)

	Day	Month	Year
Date branch opened	01	04	2002
Business carried on at branch	<u>TEXTILE MERCHANT</u> <u>CONVERTOR.</u>		

SIGNATURE

Signed _____

(* Director / Secretary / Permanent representative)

Date _____

1st JUNE 2002

This form contains continuation sheets.

To whom should Companies House
direct any enquiries about the
information on this form?

Name	<u>J. J. O'HEARY</u>		
Address	<u>Unit 4 6 HOXTON SQUARE</u> <u>LONDON</u>		
	Postcode	<u>N16NU</u>	
Telephone	<u>0207 9195600</u>	Extension	

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at

For branches established in England and Wales

For branches established in Scotland

Companies House
Crown Way
Cardiff
CF14 3UZ**Companies House**
37 Castle Terrace
Edinburgh
EH1 2EB

ÖRNEKTİR

T.C.
BURSA 5. NOTERLİĞİ
Atatürk Cad. Besler İşhanı Kat: 1
☎: 221 45 14 - 221 21 85 BURSA

Nº 16304
Nº 13962

Fakstan tercüme edilmiştir.

24 HAZİRAN 2002

T.R.

BURSA

5TH NOTARY

No 07064

15 March 2002

T.C.

BURSA 5. NOTERLİĞİ

Atatürk Cad. Besler İşhanı Kat: 1
☎: 221 45 14 - 221 21 85 BURSA

27 Mart 2002

M.C.D. TEKSTİL TİCARET VE SANAYİ LİMİTET ŞİRKETİ

PRINCIPAL CONTRACT

FORMATION

Article 1

A limited company was formed by founders whose names, residence and nationalities as follows:

- 1.1. MUAMMER ACAR ; son of Emin Mustafa, born in Karahallı-Uşak on 13.2.1964, resides at the address of Bademli Akman 2 Sitesi No : 40 BURSA, and is of T.R nationality.
- 1.2. GÜLSEREN ACAR, daughter of Nuri, born in Karahallı-Uşak on 25.6.1968, resides at the address of Bademli Akman 2 Sitesi No : 40 BURSA, and is of T.R nationality.

TRADE NAME:

Article 2

The trade name of the company is M.C.D. TEKSTİL TİCARET VE SANAYİ LİMİTET ŞİRKETİ

OBJECTIVE AND SUBJECT :

Article 3

The objective and subject of the company designated as follows :

- 3.1. All kinds of yarn and manufacturing fabric thereof

İşbu Tercüme örneği, alan tarafımdan tercüme edilmiştir.

Aykut SINMAZ

Yeminli Noter Tercümanı

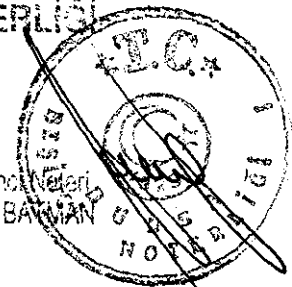
Harç Damga ve diğer pulu bedelleri
naksız ödenmiştir.

T.C. ÖRNEK (B)
BURSA BEŞİNCİ NOTERLİĞİ

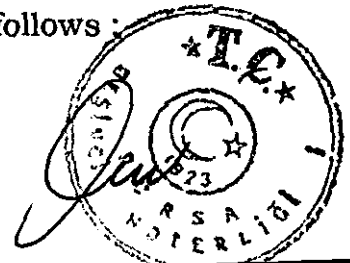
İşbu fotokopinin ibraz edilen ve ilgisine iade edilen aslına uygun olduğunu beylerim.

Harç Damga D. Pulu
bedeli alınmıştır.

Bursa Beşinci Noteri
SÜLEYMAN BATMAN



BURSA BEŞİNCİ NOTERİ
SÜLEYMAN BATMAN
Vekil Başkatip
Ramazan ÖZYER



Nº 16304
Nº 13962

3.2. To import or buy raw, semimanufactured or manufactured goods from domestic and foreign markets in order to use them in manufacture of all kinds of yarn and fabric, or to sell them directly.

24 HAZİRAN 2002

27 Mayıs 2002

3.3. To import, to sell, to buy and to export all kinds of yarn and fabrics made of it.

3.4. To finish, to set to print, to dye etc. raw, smimanufactured and manufactured textile goods, and in connection to this, to supply necessary raw material from domestic or foreign markets.

3.5. To carry out research and development activities relating to the objective and subject of company.

3.6. To perform manufacturing, purchasing, selling as well as import and export of textile, fabric, confection, clothing and tricot manufactures as well as raw materials, supplies, semifinished goods and materials used in manufacturing of them.

3.7. To serve the objective and subject of the company, to accomplish activities of agency, representative, agent, distributor and trustee.

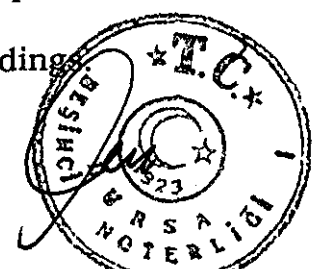
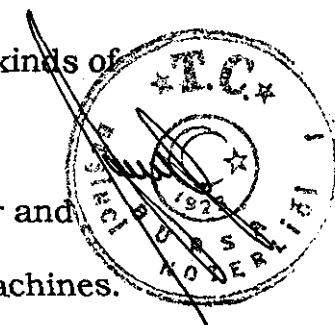
3.8. To buy, to sell , to import, to export and to manufacture all kinds of chemical materials.

3.9. To buy, to sell , to import, to export and to manufacture all kinds of textile machines

3.10. To accomplish activities of representative, distributor, dealer and agency of all kinds of spare parts and supplies of textile machines.

3.11. With respect to the objective and subject of the company, to import textile machines and plants, to form establishments and to operate them, to construct factory buildings and administrative buildings.

İşbu Tercüme evrakı
terafından tercüme edilmiştir
Aykut SINMAZ
Yeminli Noter Tercüman
24.05.2002





Nº 16304

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3.12. To participate in bids to serve the Subject of the company.

24 HAZİRAN 2002

In order to serve the Subject and Objective of the company and

provided that it will lie in the scope of the above mentioned activities,

27 MAYIS 2002

It can preserve all its rights and acknowledge its debts.

Whereas;

3.13. The company can buy, sell, lease, give on lease movable and

unmovable goods to serve the objective and subject of the company. It

can repair, rebuild and extend the purchased goods.

3.14. It can perform temporary import, export and transit trade of all goods

under the company operational scope.

3.15. In order to realize the objective and subject of the company, It can

borrow loans. It can receive long, medium and short term credits from

domestic and foreign markets. It can put into mortgage and pledge its

internal or share based assets in favor of creditors. It can constitute

or separate real rights in favor of or against them.

3.16. It can form companies related to its scope, and can become partner

with companies formed and buy their shares, If necessary , It can

transfer them to others provided that It would not mediate between

them. In case of further activities that are necessary and beneficiary

for the company, on proposal of the Board of Directors, this will be

submit to the approval of the Board of Partners. After a decision

resulted with respect to this, the company could perform these

activities. In order to perform these resolutions which are of nature of

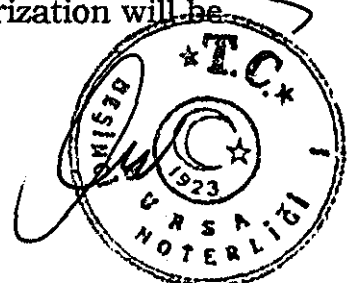
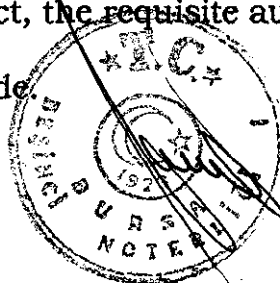
modifications on principal contract, the requisite authorization will be

acquired from the Ministry of Trade.

İşbu Toroluşma evrakı
terafından teroume edilmiştir

Aykut SINMAZ

Yeminli Noter Toroumcu
24.05.2002





Nº 18304

Nº 13902

THE HEADQUARTER AND SUBSIDIARIES OF THE COMPANY**Article 4**

24 HAZİRAN 2002

27 HAZİRAN 2002

The headquarter of the Company is located in Osmangazi district of BURSA. The address is Demirtaş Org. San. Bölge 2. Bölge Zambak Sk. No:13. In case of change in address, this would be registered at The Trade Register and proclaimed in Turkey Trade Register Newspaper and also notified with the Ministry of Trade and Commerce. If It would leave the address which is registered and proclaimed and would not register and proclaim the new address within required time, that will be considered a cause of annulment. The notifications made to the address when the company was formed or to the address changed would be deemed accepted. The company could open subsidiaries in country or abroad on condition that the Ministry of Industry and Commerce to be informed of this event.

TERM**Article 5**

The term of the company is 99 (Ninetynine) as from the registration and proclamation.

CAPITAL :**Article 6:**

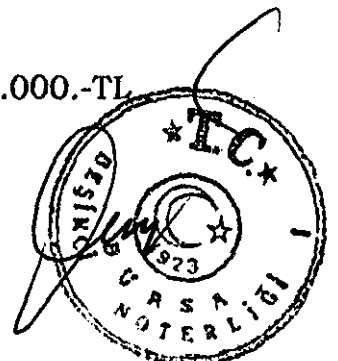
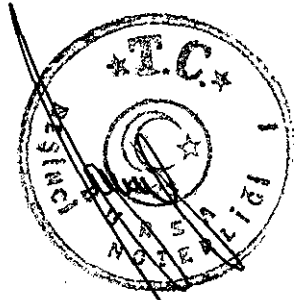
The capital of the company is 150.000.000.000.-TL (One hundred and fifty billions).

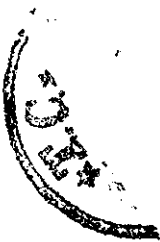
This capital is divided into 6.000 shares each one is 25.000.000.-TL

İşbu Tercüme evrakı
tarafından tercüme edilmiştir

Aykut SINMAZ

Yeminli Noter Tercümanı
24.05.2002





N516304

24 HAZİRAN 2002

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Of this shares;

3.000 units of share which is equivalent of 75.000.000.000.-TL

(Seventyfive billions) is owned by MUAMMER ACAR,

27 Haz 2002

3.000 units of share which is equivalent of 75.000.000.000.-TL

(Seventyfive billions) is owned by GÜLSEREN ACAR ;

and they are registered completely and without being feigned

PROCLAMATION:

Article 7 :

Proclamations related to the company would be made at the place of the company and on a local newspaper at least before seven days.

ADMINISTRATION OF THE COMPANY

Article 8

The transactions and procedures of the company will be carry out by single or several director to be nominated by the Board of Partners for one or more years. For two years following the formation of the company, MUAMMER ACAR and GÜLSEREN ACAR are nominated as the director of the company.

REPRESENTATION :

Article 9 : The company is represented by directors. The signature to represent the company would be determined, registered and proclaimed by the Board of Partners.

PERIOD OF ACCOUNT

Article 11 The gross profit of the company is the amount after all deductions. Each year a %5 contingency reserve is allotted from the gross

İşbu Tercüme evrakı
tarafından tercüme edilmiştir.
Aykut SINMAZ
Yeminli Noter Tercümanı
24.05.2002



101

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24 HAZİRAN 2002

profit. The rest distributed to the share holders at the rate of capital shares.

The %10 of the amount determined to be distributed to the shareholders and

profit participants would be added to the common contingency reserve ^{27 HAZİRAN 2002}

according to the clause 3. of the paragraph 2. of the article 466. Of the

Turkish Trade Law. Resolutions such as distribution of a certain amount of

profit to the shareholders ,or using it on behalf of the company, or giving it

to employees as bonus depends on the decisions of shareholders who

represent the 5% of the company capital.

CONTINGENCY RESERVE

Article 12 -Contingency reserve is allotted up to 20 % of the company

capital. In case this amount decreases It will again be continued to allot

contingency reserve. Unless legal and contingency reserve and the amount

under the provisions of this principal contract which should be deducted are

deducted from the gross profit, the profit can't be distributed to

shareholders.

LEGAL PROVISIONS

Article 13 -The provisions of Turkish Trade Law will be applicable for

matters not included in this principal contract.

STAMP DUTY :

TRANSITORY ARTICLE:

With respect to this principal contract, Stamp Duty of 750.000.000 TL is

paid or will be paid within 3 month to the related tax administration.

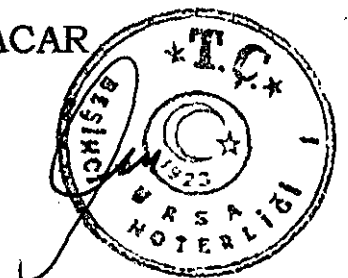
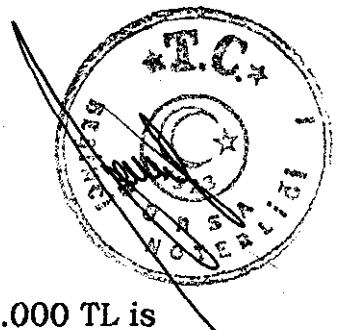
FOUNDERS : MUAMMER ACAR

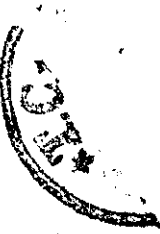
GÜLSEREN ACAR

İşbu Tercüme evrakı *fatih*
tarafından tercüme edilmiştir
Aykut SINMAZ
Yeminli Noter Tercümanı
24.05.2002

-signature-

-signature-





Nö 16304

Nö 13962

Aşından tercüme edilmiştir.

THE REPUBLIC OF TURKEY
BURSA 5TH NOTARY

27 Mart 2002

24 HAZİRAN 2002

No 07 064
15 March 2002

The particulars of the persons who signed the Principal Contract of the Limited Company that was prepared externally and was presented to our Notary for certification, are as follows :

MUAMMER ACAR, according to the his identity certificate with serial no. G07, No575386 and issued by Osmangazi Registry Office on 12.3.1998, son of Emin Mustafa, born on 1964 and registered in Uşak, Karahallı, Konak district, 003 volume, 113 family, 54 order;

And,

GÜLSEREN ACAR, according to the his identity certificate with serial no. J06, No293983 and issued by Osmangazi Registry Office on 12.3.1998, daughter of Nuri, born on 1968 and registered in Uşak, Karahallı, Konak district, 003 volume, 113 family, 62 order;

And I hereby certify that ,since they were busy with business, they signed before me at their address of Demirtaş Org. San. Bölgesi 2. Bölge Zambak sk. No. 13 Bursa

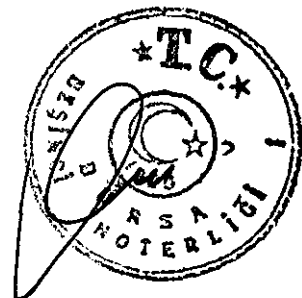
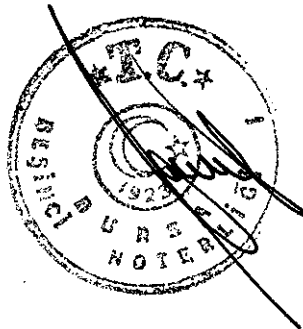
This fifteenth day of March of Year two thousand and two, 15.3.2002.

BURSA 5TH NOTARY
SÜLEYMAN BATMAN
-seal and signature-

A warrant dated 14.3.2002 was issued to the Directorship of Çekirge Tax Authority in order to collect the Stamp Duty realized from the certification of this contract.

BURSA 5TH NOTARY
SÜLEYMAN BATMAN
-seal and signature-

VAT, fee, stamp duty and valuable paper cost were paid in cash.



İşbu Tercüme evrakı, bu
terafimden tercüme edilmiştir.
Aykut SINMAZ
Yeminli Noter Tercümanı
24.05.2002



2/

Nö 16304

24 HAZİRAN 2002

Nö 13962

Aslından tercüme edilmiştir.

THE REPUBLIC OF TURKEY
BURSA 5TH NOTARY

27 Mart 2002

No 07 064
15 March 2002

CORRECTION DECLARATION

The hereunder corrections with respect to the principal contract of M.C.D. TEKSTİL TİCARET VE SANAYİ LİMİTED ŞİRKETİ, which is arranged and certified by Bursa 5th Notary on 15.3.2002, and is with the journal no. 7064, was made as follows :

The headline of Objective and Subject which is in the 1st page of the Principal Contract, and the first two words "All kinds" of 8th clause of 3rd article are deleted , and the words "in respect to textile" are added to the beginning of the 8th clause, and also

The sentence "1/4 of the capital of the company will be paid within three months from the date of register, and the rest within 3 years" is added to the end of 6th article,

And I certify that the rest of the contract is the same as principal contract.

ADDRESS : AHMET AKSU who acts in the capacity of agent of his clients MUAMMER ACAR and GÜLSEREN ACAR and resides at the address of Bursa Demirtaş Org. San. Bölgesi 2. Bölge Zambak Sk. No. 13

The particulars of the undersign of this correction declaration is AHMET AKSU, according to the his identity certificate with serial no. D05, No 323805 and issued on 27.08.1991 by Osmangazi Registry Office, son of Mehmet, born on 1959 and registered in Nevşehir, Ürgüp, Yeşilöz village, 035/01 volume, 76 family, 07 order

And

I certify that this signature belongs to AHMET AKSU who acts in the capacity of agent of his clients MUAMMER ACAR and GÜLSEREN ACAR , and that he signed, due to the busyness of his work, before me at the address of Bursa Demirtaş Org. San. Bölgesi 2. Bölge Zambak Sk. No. 13.

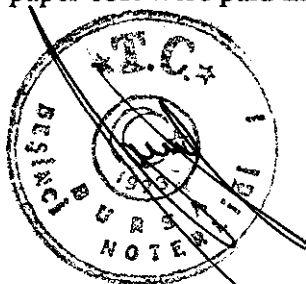
BURSA 5TH NOTARY
SÜLEYMAN BATMAN
-seal and signature-

Based on : It is understood from the power of attorney dated 15.03.2002 and issued by Bursa 5th Notary that AHMET AKSU has power to do this transaction, acting as the agent of MUAMMER ACAR and GÜLSEREN ACAR.

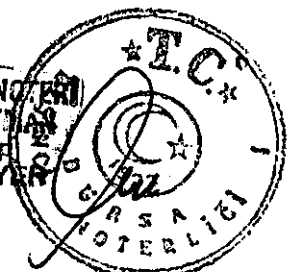
VAT, fee, stamp duty and valuable paper cost were paid in cash.

İşbu tercüme dairemiz yeminli
tercümanı *Aykut Sinmaz*
tarafından *Türkçe ve İngilizce*
tercüme edildiğini onaylarım
Bursa Beşinci Noteri
SÜLEYMAN BATMAN

İşbu Tercüme evrakı *Süleyman Batman*
tarafından tercüme edilmiştir.
Aykut SINMAZ
Yeminli Noter Tercümanı
24.05.2002



BURSA BEŞİNCİ NOTERİ
SÜLEYMAN BATMAN
Vekil: Başkatip
Ramazan ÖZYER





24 HAZİRAN 2002 27 Mayıs 2002
15 MART 2002

KURULUS:

Madde 1 - Aşağıda adları, ikametgahları ve uyrukları yazılı kurucular arasında bir limited şirket kurulmuştur.

- 1.1.- MUAMMER ACAR; Emin Mustafa oğlu 13.2.1964 Karahallı-Uşak doğumlu, Bademli Akman 2 Sitesi No:40 BURSA adresinde ikamet eder, T.C. uyruğundadır.
- 1.2.- GÜLSEREN ACAR Nuri kızı 25.6.1968 Karahallı-Uşak doğumlu, Bademli Akman 2 Sitesi No:40 BURSA adresinde ikamet eder, T.C. uyruğundadır.

ÜNVAN:

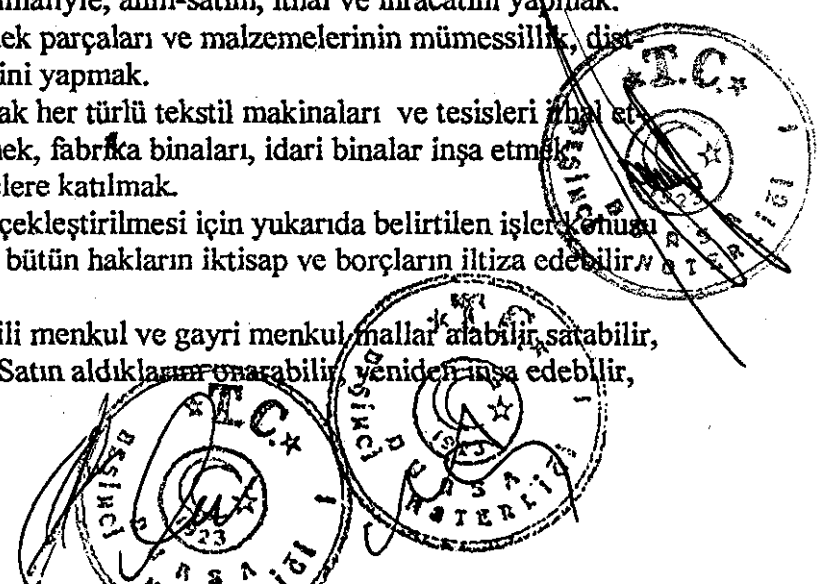
Madde 2 - Şirketin Ünvanı M.C.D. TEKSTİL TİCARET VE SANAYİ LİMİTED ŞİRKETİ'DİR.(1)

AMAÇ VE KONU:

Madde 3 - Şirketin amaç ve konusu aşağıda gösterilmiştir.

- 3.1.- Her türlü iplik ve bunlardan kumaş imal etmek.
- 3.2.- Her türlü iplik ve kumaş imalinde kullanılmak veya olduğu gibi satmak üzere; ham, yarı mamül ve mamül malları iç ve dış piyasadan almak veya ithal etmek.
- 3.3.- Her türlü iplik ve bunlardan mamül kumaşı, satın almak, ithal etmek, satmak ve ihraç etmek.
- 3.4.- Tekstil konusu ham, yarı mamül ve mamüllerin apre, fikse empirme, boya ve benzeri işlerini yapmak, bu konuda gerekli ham maddeyi yurt içi ve yurt dışından temin etmek.
- 3.5.- Amaç ve konusuyla ilgili araştırma geliştirme faaliyetlerinde bulunmak.
- 3.6.- Tekstil, kumaş, konfeksiyon, giyim, triko mamülleri ile bunların üretiminde kullanılan ham madde, malzeme, yarı mamül ve maddelerin imali, alım satımı ile ithal ve ihracatını yapmak.
- 3.7.-Şirketin amaç ve konusuna dahil işlerde mümessillik, komisyonculuk, acentelik, bayilik, distribitörlük ve mutemetlik yapmak.
- 3.8.- Her türlü kimyevi madde imaliyle, alım-satım, ithal ve ihracatını yapmak.
- 3.9.- Hernevi tekstil makinalarının imaliyle, alım-satım, ithal ve ihracatını yapmak.
- 3.10.-Hernevi tekstil makinaları yedek parçaları ve malzemelerinin mümessillik, distribitörlük, acentalık ve bayiliğini yapmak.
- 3.11.-Amaç ve konusuyla ilgili olacak her türlü tekstil makinaları ve tesisleri ithal etmek, tesisler kurmak ve işletmek, fabrika binaları, idari binalar inşa etmek.
- 3.12.-Şirketin Konusu ile ilgili ihalelere katılmak.
Şirket amaç ve konusunun gerçekleştirilmesi için yukarıda belirtilen işler konusunu çerçevesinde kalmak kaydıyla bütün hakların iktisap ve borçların iltiza edebilir
Şöyleki;
- 3.13.-Şirket amaç ve konusu ile ilgili menkul ve gayri menkul mallar alabilir, satabilir, kiralayabilir, kiraya verebilir.Satın aldığı malları yeniden inşa edebilir, genişletebilir.

Noter Dersa ve
Noter Dersa ve
Noter Dersa ve
Noter Dersa ve





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3.14-İşletme konusu ile ilgili bütün mallarda ve işlerde müvakkat ithalat, ihracat ve transit ticaret yapılabilir.

3.15-Şirket amaç ve konusunun tahakkuku zımında para istikraz edebilir. Bankalardan dahilden dış piyasadan uzun, orta ve kısa vadeli krediler alabilir. Mal varlığını dahil veya üçüncü kişilere ait menkul ve gayrimenkuller üzerine alacaklılar lehine rehin ve ipotek tesis ettirebilir. Leh ve aleyhine hertürlü aynı haklar tesis ve fekkedebilir.

3.16-Konuları ile ilgili şirketler kurabilir, kurulmuş şirketlere ortak olabilir hisselerini alabilir gerektiğinde bunlara aracılık yapmamak şartıyla başkalarına devredebilir. Yukarıda, gösterilen mevzulardan başka ileride şirket için faydalı ve lüzumlu görülecek başka işlere girilmek istendiği taktire Yönetim Kurulunun teklifi üzerine keyfiyet ortaklar kurulun tesvibine sunulacak ve bu yolda karar alındıktan sonra şirket bu işleri de yapabilecektir. Ana sözleşme değişikliğinin mahiyetinde olan bu kararların uygulanabilmesi için Ticaret Bakanlığından gereken izin alınacaktır.

ŞİRKETİN MERKEZ VE ŞUBELERİ:

Madde 4 - Şirketin merkezi BURSA ili Osmangazi ilçesindedir. Adresi Demirtaş Org.San. Böl.2.Bölge Zambak Sk. No:13'tür. Adres değişikliğinden yeni adres Ticaret siciline tescil ve Türkiye Ticaret Sicili gazetesinde ilan ettirilir ve ayrıca Sanayi ve Ticaret Bakanlığı'na bildirilir. Tescil ve ilan edilmiş adresten ayrılmış olmasına rağmen yeni adresi süresi içerisinde tescil ve ilan ettirilmemesi fesih sebebi sayılır. Şirketin kuruluş sırasındaki adresine veya değişiklik yaptığı adrese yapılan tebliğatlar kabul edilmiş sayılır. Şirket Sanayi ve Ticaret Bakanlığı'na bilgi vermek şartı ile yurt içinde ve yurt dışında şubeler açabilir.

SÜRE:

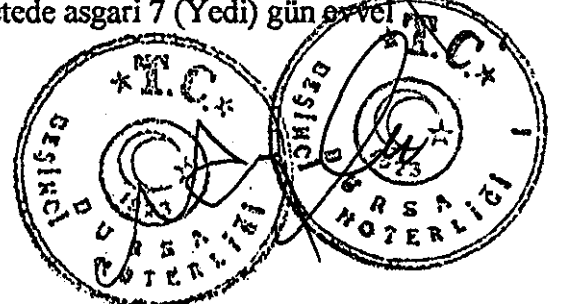
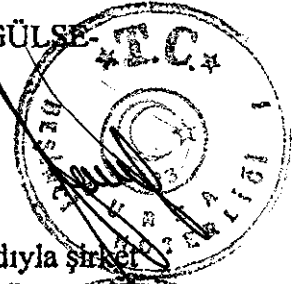
Madde 5 - Şirketin süresi tescil ve ilan edildiğinden itibaren 99 (Doksandokuz) yıldır.

SERMAYE:

Madde 6 - Şirketin sermayesi 150.000.000.000.-TL.(Y/Yüzellimilyar.)'dır. Bu sermaye herbir hissesi 25.000.000.-TL olmak kaydıyla 6.000.- paya ayrılmıştır. Bu paylardan;
- 3.000. Adet paya karşılık 75.000.000.000.-TL(Y/Yetmişbeşmilyar.)'sı MUAMMER ACAR,
- 3.000.-Adet paya karşılık 75.000.000.000.-TL(Y/Yetmişbeşmilyar.)'sı GÜLŞEN REN ACAR;
tarafından muvazaadan ari olarak ve tamamen taahhüt edilmiştir.

İLANLAR:

Madde 7 - Şirkete ait ilanlar T.T.Kanununun 37. maddesi hükmü saklı kalmak kaydıyla şirket merkezinin bulunduğu yerde en az bir mahalli gazetede asgari 7 (Yedi) gün önce yapılır.





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SİRKETİN YÖNETİMİ:

Madde 8 - Şirketin işleri ve muameleleri ortaklar kurulu tarafından bir veya daha fazla yıl için seçilecek bir veya birkaç müdür tarafından yürütülür. Kuruluşu takip eden 2 yıl için şirket müdürlüğüne MUAMMER ACAR ve GÜLSEREN ACAR seçilmişlerdi.

TEMSİL:

Madde 9 - Şirketi müdürler temsil ederler. Şirketi ilzam edecek imzalar ortaklar kurulu tarafından tesbit, tesoi ve ilan olunur.

HESAP DÖNEMİ:

Madde 10 - Şirketin hesap yılı Ocak ayının birinci günü başlar ve Aralık ayının 31.günü sona erer. Yalnız ilk hesap yılı şirketin kesin surette kurulduğu tarihten başlayarak Aralık ayının sonuncu günü biter.

KARIN DAĞITIMI:

Madde 11 - Şirketin safi karı yapılmış her çeşit masrafların çıkarılmasından sonra kalan miktardır. Safi kardan her sene evvela % 5 ihtiyat akçesi ayrılır. Kalan miktardan hissedarlara ödenmiş sermaye hisseleri oranında dağıtılır. Kar'a iştirak edenlerle hissedarlara dağıtılması kararlaştırılan miktardan Türk Ticaret Kanununun 466.maddesinin 2.fıkrasının 3 numaralı bendi gereğince %10 ayrılarak umumi yedek akçeye eklenir. Kardan bir kısmının hissedarlara dağıtılması veya şirket adına işletilmesi veya memurlara, hizmetlilere ikramiye olarak verilmesi gibi kararlar şirket sermayesinin en az %51'ini temsil eden hissedarların kararına bağlıdır.

İHTİYAT AKÇESİ:

Madde 12 - İhtiyat akçesi şirketin sermayesinin %20 sine çıkıncaya kadar ayrılır. Bu miktarın azalması halinde yeniden ihtiyat akçesinin ayrılmasına devam olunur. Kanuni ve ihtiyat akçeleriyle kanun ve bu ana sözleşme hükümlerine göre ayrılması gereken miktar safi kardan ayrılmadıkça hissedarlara kar dağıtılamaz.

KANUNİ HÜKÜMLER:

Madde 13 - Bu ana sözleşmede bulunmayan hususlar hakkında Türk Ticaret Kanunu'nun hükümleri uygulanır.

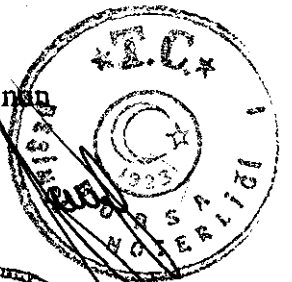
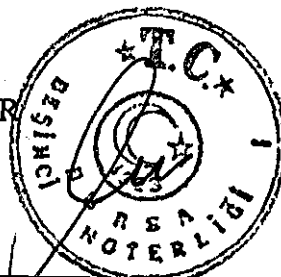
DAMGA VERGİSİ:

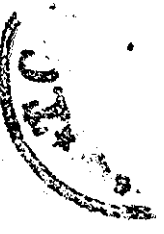
GEÇİCİ MADDE -Bu ana sözleşme ile ilgili 750.000.000.TL. Damga Vergisi üç ay içerisinde ilgili vergi dairesine ödenecektir.

KURUCULAR:

MUAMMER ACAR

GÜLSEREN ACAR





N016304 N007064

TÜRKİYE CUMHURİYETİ

15 MART 2002

N013962

24 HAZİRAN 2002

27 Mart 2002

BURSA
5. NOTERİ

Süleyman BATMAN

Atatürk Cd. Besler İşhanı
Kat:2 BURSA
Tel.: 221 45 14-221 21 85
Tel. : 224 79 31
Fax : 222 92 59

Haricen hazırlanıp tasdiğı için Noterliğimize getiri-
len işbu Limited Şirket Ana sözleşmesi altındaki imzaların
şahıs ve hüviyetlerini ibraz ettikleri ;

Osmangazi nüfusundan verilme 12.3.1998 tarih ve G07
seri, 575386 sayılı resimli tasdikli N.H.C.nina göre, Uşak,
Karahallı, Konak mah, 003 cilt, 113 aile 54 sıra noda nüfusa
kayıtlı Emin Mustafa oğlu 1964 d.lu MUAMMER ACAR ile,

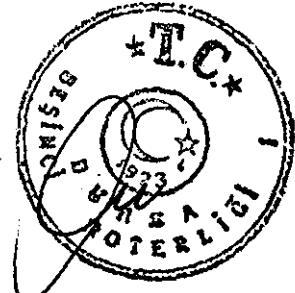
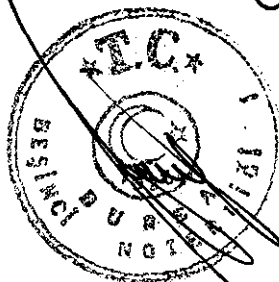
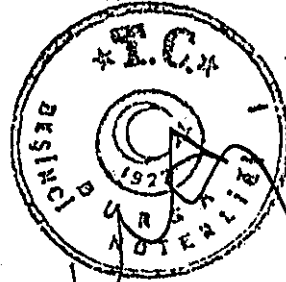
Osmangazi nüfusundan verilme 12.3.1998 tarih ve J06
seri, 293983 sayılı resimli tasdikli N.H.C.nina göre Uşak,
Karahallı, Konak mah, 003 cilt, 113 aile 62 sıra noda nüfusa
kayıtlı Nuri kızı 1968 d.lu GÜLSEREN ACAR'ın imzaları olup
işlerinin çokluğu nedeniyle imzalarını Demirtaş Org.San.
Bölgesi 2.Bölge Zambak sk No:13 Bursa adresinde huzurunda
koyduklarını onaylarım.

ikibinikiyılı mart ayının onbeşinci cuma günü-
dür. 15.3.2002. ra

BURSA BEŞİNCİ NOTERİ
SÜLEYMAN BATMAN

BURSA BEŞİNCİ NOTERİ
SÜLEYMAN BATMAN
Vekil Katip
Mehmet AKGÖM

işbu sözleşmenin tasdiğinden dolayı tahakkuk eden
Damga Vergisinin tahsili için ilgili Çekirge Vergi
Dairesi Müdürlüğüne Noterliğimizden 14.3.2002 tarih
ve 67 sayılı müzekkere yazılmıştır.

KDV. Harç, Damga Vergisi ve
Değerli Kağıt Bedeli
Nakden Tahsil EdilmiştirKDV. Harç, Damga Vergisi ve
Değerli Kağıt Bedeli
Nakden Tahsil Edilmiştir



18304 ÖRNEK

TÜRKİYE CUMHURİYETİ

No 07211

24 HAZİRAN 2002

DÜZELTME BEYANNAMESİ

No 13962

27 Mart 2002

BURSA
5. NOTERİ

Süleyman BATMAN

Atatürk Cd. Besler İşhanı
Kat:2 BURSA
Tel. : 221 45 14-221 21 85
Tel. : 224 79 31
Fax. : 222 92 59

Bursa 5. Noterliğinden tanzim ve tasdikli 15.03.2002 tarih ve 7064 yevmiye sayılı M.C.D. TEKSTİL TİCARET VE SANAYİ LİMİTED ŞİRKETİ'ne ait ana sözleşmede aşağıdaki şekilde düzeltmeler yapılmıştır. Şöyleki ;

Ana Sözleşmenin 1. sayfasında yer alan Amaç ve Konu Başlığı Madde 3'ün 8 fıkrasının ilk iki kelimesi olan "Her türlü" kelimeleri çıkartılarak, 8 fıkranın başına "Tekstil ile ilgili" kelimeleri eklenerek düzeltilmiştir ve yine,

Ana sözleşmenin 2. sayfasında yer alan Sermaye Başlığı Madde 6'nın : 9. satırı sonuna "Şirket sermayesinin 1/4'ü tescil tarihinden itibaren üç ay kalana ise 3 yıl içerisinde ödenecektir." cümlesi eklenerek düzeltilmiştir sözleşmenin diğer kısımlarının aynen meri ve muteber olduğunu noter huzurunda kabul, beyan ve ikrar ederim.

ADRES : Bursa Demirtaş Org. San. Bölgesi 2. Bölge Zambak Sk. No.13'te mukim ve Müvekkilleri MUAMMER ACAR ve GÜLSEREN ACAR'a vekaleten hareketle ;
AHMET AKSU

ASLINDA İMZA VARDIR

İş bu düzeltme beyannamesi altındaki imzanın şahıs ve kimliğini ibraz ettiği; Osmangazi nüfusundan verilme 27.08.1991 tarih ve D05 seri 323805 nolu, resimli, tasdikli N.H.C.nina göre Nevşehir, Ürgüp, Yeşilöz Köyü, 035/01 cilt, 76 aile sıra, 07 sıra noda kayıtlı Mehmet oğlu 1959 d.1u AHMET AKSU'nun yazılı müstenidata istinaden MUAMMER ACAR VE GÜLSEREN ACAR'a vekaleten hareketle imzası olup, işlerinin çokluğu nedeniyle imzasını Bursa Demirtaş Org. San. Bölgesi 2. Bölge Zambak Sk. No.13'te huzurunda koyduğunu onaylarım.

18 MART 2002

BURSA BEŞİNCİ NOTERİ

SÜLEYMAN BATMAN BEŞİNCİ NOTERİ

İşbu suretin dairesi dolayında tasdikli
aynı tarih ve aynı numaralı beyanname
aynı olduğu onaylarım.

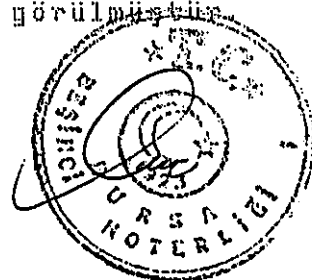
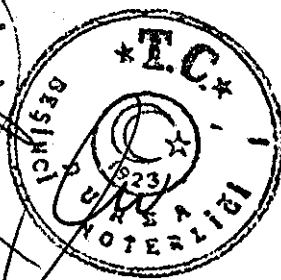
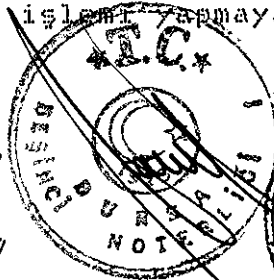
Bursa Beşinci Noteri

SÜLEYMAN BATMAN

Müstenidat: Bursa 5. Noterliğinden tanzim ve tasdikli 15.03.2002 tarih ve 7066 sayılı vekaletnameye göre MUAMMER ACAR ve GÜLSEREN ACAR'a vekaleten hareketle AHMET AKSU'nun bu işleri yapmaya yetkisi olduğu görülmüştür.

Yazı : 1

KDV. Harç, Damga Vergisi ve
Değerli Kağıt Bedeli
Nakden Tahsil Edilmiştir.



FILE COPY



CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Establishment of a branch)

Company No. FC023988

Branch No. BR006638

The Registrar of Companies for England and Wales hereby certifies that

M.C.D. TEKSTIL TICARET VE SANAYI LIMITET SIRKETI

has this day been registered under Schedule 21A to the Companies Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 12th July 2002



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —