

FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 388835

The Registrar of Companies for Scotland hereby certifies that

RYAN FINLAYSON PROPERTY 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 Scotland

Given at Companies House on 15th November 2010



NSC388835Q

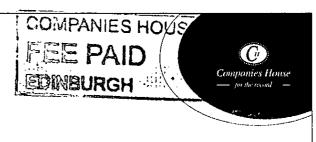




In accordance with Section 9 of the Companies Act 2006.

IN01

Application to register a company



A fee is payable with this form.

Please see 'How to pay' on the last page.

✓ What this form is for
You may use this form to register a
private or public company.

What this form is NOT for You cannot use this form to a limited liability partnership this, please use form LL INO



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15/11/2010 COMPANIES HOUSE 31

		COMPANIES HOUSE			
Part 1	Company details				
		→ Filling in this form Please complete in typescript or in bold black capitals.			
		All fields are mandatory unless specified or indicated by *			
A1	Company details				
	Please show the proposed company name below.	• Duplicate names			
Proposed company name in full •	RYAN FINLAYSON PROPERTY LIMITED	Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules			
For official use	50388835	that may affect your choice of name. More information is available at: www.companieshouse.gov.uk			
A2	Company name restrictions o				
	Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body. I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.	② Company name restrictions A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website: www.companieshouse.gov.uk			
A3	Exemption from name ending with 'Limited' or 'Cyfyngedig' 🔞				
	Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative.	Name ending exemption Only private companies that are limited by guarantee and meet other			
	I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative.	specific requirements are eligible to apply for this. For more details, please go to our website: www.companieshouse.gov.uk			
A4	Company type [©]				
	Please tick the box that describes the proposed company type and members' liability (only one box must be ticked): Public limited by shares Private limited by shares Private limited by guarantee Private unlimited with share capital	Geompany type If you are unsure of your company's type, please go to our website: www.companieshouse.gov.uk			
	Private unlimited without share capital				

A5	Situation of registered office o					
	Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked): England and Wales Wales	● Registered office Every company must have a registered office and this is the address to which the Registrar will send correspondence.				
	Scotland Northern Ireland	For England and Wales companies, the address must be in England or Wales.				
	·	For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.				
A6	Registered office address o					
	Please give the registered office address of your company.	Registered office address You must ensure that the address				
Building name/number	54-66	shown in this section is consistent with the situation indicated in				
Street	FREDERICK STREET	section A5.				
		You must provide an address in England or Wales for companies to				
Post town	EDINBURGH	be registered in England and Wales.				
County/Region	MIDLOTHIAN	You must provide an address in Wales, Scotland or Northern Ireland				
Postcode	E H 2 1 L S	for companies to be registered in Wales, Scotland or Northern Irelan respectively.				
A7	Articles of association o					
	Please choose one option only and tick one box only.	• For details of which company type				
Option 1	I wish to adopt one of the following model articles in its entirety. Please tick only one box. Private limited by shares	can adopt which model articles, please go to our website: www.companieshouse.gov.uk				
	Private limited by guarantee Public company					
Option 2	I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box. Private limited by shares Private limited by guarantee Public company					
Option 3	I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.					
A8	Restricted company articles ©					
	Please tick the box below if the company's articles are restricted.	Restricted company articles Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.companieshouse.gov.uk				

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Application to register a company

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary

B1	Secretary appointments •			
	Please use this section to list all the secretary appointments taken on formation. For a corporate secretary, complete Sections C1-C5.	● Corporate appointments For corporate secretary appointments, please complete section C1-C5 instead of		
Title*	,	section C1-C5 instead of section B.		
Full forename(s)		Additional appointments If you wish to appoint more		
Surname		than one secretary, please use		
Former name(s) •		the 'Secretary appointments' continuation page.		
		Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.		
B2	Secretary's service address ®	· · · · · · · · · · · · · · · · · · ·		
Building name/number		Service address This is the address that will appear		
Street		This is the address that will appear on the public record. This does not have to be your usual residential address.		
Post town		Please state 'The Company's Registered Office' if your service		
County/Region		address will be recorded in the		
Postcode		proposed company's register of secretaries as the company's registered office.		
Country		If you provide your residential address here it will appear on the public record.		
B3	Signature o			
	I consent to act as secretary of the proposed company named in Section A1.	⊘ Signature The person named above consents		
Signature	Signature	to act as secretary of the proposed company.		
	X	сопрану.		

Application to register a company

Corporate secretary

C1	Corporate secretary appointments •			
	Please use this section to list all the corporate secretary appointments taken on formation.	Additional appointments If you wish to appoint more than one corporate secretary, please use the		
Name of corporate body/firm	BALFOUR + MANSON LLP	'Corporate secretary appointments' continuation page. Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained)		
Building name/number	54-66			
Street	FREDERICK STREET			
Post town	EDINBURGH	within a full address), DX number or LP (Legal Post in Scotland) number.		
County/Region	MIDLOTHIAN			
Postcode	EH21LS			
Country				
C2	Location of the registry of the corporate body or firm			
	Is the corporate secretary registered within the European Economic Area (EEA)?			
,	 → Yes Complete Section C3 only → No Complete Section C4 only 			
ß	EEA companies [®]			
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	● EEA A full list of countries of the EEA can be found in our guidance:		
Where the company/ firm is registered 9	SCOTLAND	www.companieshouse.gov.uk		
inni is registered •	•	This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).		
Registration number	SO301386	Directive (08/13//EEC).		
C4	Non-EEA companies			
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	Non-EEA Where you have provided details of the register (including state) where the company or firm is registered,		
Legal form of the corporate body or firm		you must also provide its number in that register.		
Governing law				
f applicable, where the company/firm is registered •				
Registration number				
C5	Signature 9			
	I consent to act as secretary of the proposed company named in Section A1.	⊙ Signature		
Signature	X M M Hay for Darling LAB X	The person named above consents to act as corporate secretary of the proposed company.		

Application to register a company

Director

D1	Director appointments •					
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.	● Appointments Private companies must appoint at least one director who is an				
Title*	MR	individual. Public companies must appoint at least two directors, one of				
Full forename(s)	NORMAN	which must be an individual.				
Surname	FINLAYSON	Please provide any previous names				
Former name(s) •		which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used				
Country/State of residence ©	SCOTLAND	for business purposes. © Country/State of residence				
Nationality	BRITISH	This is in respect of your usual residential address as stated in				
Date of birth	d2 d2 m0 m1 y1 y9 y6 y6	section D4				
Business occupation (if any) ©		Business occupation If you have a business occupation, please enter here. If you do not, please leave blank. Additional appointments				
		If you wish to appoint more than one director, please use the 'Director appointments' continuation page.				
D2	Director's service address 6					
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .	Service address This is the address that will appear				
Building name/number	THE COMPANY'S REGISTERED OFFICE	on the public record. This does not have to be your usual residential				
Street	,	address. Please state 'The Company's Registered Office' if your service				
Post town		address will be recorded in the proposed company's register of				
County/Region		directors as the company's registered office.				
Postcode		If you provide your residential address here it will appear on the				
Country		public record.				
D3	Signature ®	1				
	I consent to act as director of the proposed company named in Section A1.	6 Signature The person named above consents				
Signature	Signature X	to act as director of the proposed company.				

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Application to register a company

Director

D1	Director appointments •					
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.	Appointments Private companies must appoint				
Title*	MRS	at least one director who is an individual. Public companies must				
Full forename(s)	SUSAN	appoint at least two directors, one of which must be an individual.				
Surname	FINLAYSON	• Former name(s) Please provide any previous names				
Former name(s) •		which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously use				
Country/State of residence •	SCOTLAND	for business purposes.				
Nationality	BRITISH	★ Country/State of residence This is in respect of your usual residential address as stated in				
Date of birth Business occupation (if any) •	d 1 d 0 <td>Section D4 Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</td>	Section D4 Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.				
		Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.				
	; .					
D2	Director's service address®					
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .	Service address This is the address that will appear				
Building name/number	THE COMPANY'S REGISTERED OFFICE	on the public record. This does not have to be your usual residential				
Street		address. Please state 'The Company's Registered Office' if your service				
Post town		address will be recorded in the proposed company's register of				
County/Region		directors as the company's registered office.				
Postcode		If you provide your residential				
Country		address here it will appear on the public record.				
D3	Signature ®	· · · · · · · · · · · · · · · · · · ·				
	I consent to act as director of the proposed company named in Section A1.	G Signature The person named above consents				
Signature	Signature X	to act as director of the proposed company.				

Application to register a company

Corporate director

E1	Corporate director appointments •	· · · · · · · · · · · · · · · · · · ·		
	Please use this section to list all the corporate directors taken on formation.	• Additional appointments		
Name of corporate body or firm	BALFOUR & MANSON TRUSTEES	If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.		
Building name/number	54-66	Registered or principal addres		
Street	FREDERICK STREET	This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be		
Post town	EDINBURGH	a PO box number (unless contained within a full address), DX number or		
County/Region		LP (Legal Post in Scotland) number.		
Postcode	E H 2 1 L S			
Country				
E2	Location of the registry of the corporate body or firm			
_	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only			
E3	EEA companies ®			
_	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	● EEA A full list of countries of the EEA can be found in our guidance:		
Where the company/	SCOTLAND	www.companieshouse.gov.uk		
firm is registered		This is the register mentioned in Article 3 of the First Company Law		
Registration number	SCO99585	Directive (68/151/EEC).		
E4	Non-EEA companies			
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	O Non-EEA Where you have provided details of the register (including state) where the company or firm is registered,		
Legal form of the corporate body or firm		you must also provide its number in that register.		
Governing law				
If applicable, where the company/firm is registered ©				
If applicable, the registration number				
E5	Signature ⁹			
	I consent to act as director of the proposed company named in Section A1.	Signature The person named above consents		
Signature	Signature) Many House X Director Partour + Manny Twefees	The person named above consents to act as corporate director of the proposed company.		

Part 3	Statement	of capital				
		have share capital? Dete the sections below Part 4 (Statement o				
F1	Share capital in	pound sterling (£)			
Please complete the ta If all your issued capita			in pound sterling. Ind then go to Section F4.	·	S Block	
Class of shares (E.g. Ordinary/Preference etc	:.)	Amount paid up on each share •	Amount (if any) unpaid on each share •	Number of shar	res 😯	Aggregate nominal value 3
ORDINARY		£1.00		3		£ 3.00
						£
						£
						£
			Totals	3		£ 3.00
F2	Share capital in	other currencies				
Please complete the ta Please complete a sep			in other currencies.		-	
Currency						
Class of shares (E.g. Ordinary/Preference etc	.)	Amount paid up on each share Amount (if any) unpaid on each share Number of shares Agg		Aggregate nominal value 9		
			Totals			
	,			<u> </u>		<u> </u>
Currency						
Class of shares (E.g. Ordinary/Preference etc	.)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of shar	res 🖸	Aggregate nominal value
				100.5		
			Totals			
F3	Totals					
···	Please give the total issued share capital.		total aggregate nominal v	value of	Please lis	gregate nominal value st total aggregate values in
Total number of shares	different currencies separately					
Total aggregate nominal value 4	£3.00					
Including both the noming share premium.Total number of issued s		Number of shares issued nominal value of each sl	nare. Plea	tinuation Page se use a Staten e if necessary.		al continuation

٠.٠

F4	Statement of capital (Prescribed particulars of rights attached to shares)					
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2 .	OPrescribed particulars of rights attached to shares				
Class of share	ORDINARY	The particulars are: a. particulars of any voting rights,				
Class of share Prescribed particulars	of share shown in the statement of capital share tables in Sections F1 and F2 .	attached to shares The particulars are:				

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

tnitial shareholdings Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of	Amount (if any)	Amount paid
				each share	unpaid	
NORMAN FINLAYSON	ORDINARY	1	GBP	£1.00		£1.00
20 BEACHGROVE RISE CUPAR FIFE KY15 5DT						
וטפ פו זא						
SUSAN FINLAYSON	ORDINARY	1	GBP	£1.00		£1.00
Address 20 BEACHGROVE RISE CUPAR FIFE KY15 5DT						

NAME BALFOUR & MANSON TRUSTEES	ORDINARY	1	GBP	£1.00	ļ	£1.00
Address 54-66 FREDERICKSTREET EDINBURGH EHZ ILS				,		
Name						
Address						
Name	,					·
Address						-
	<u> </u>					

Part 4	Statement of guarantee	
	Is your company limited by guarantee?	_
	→ Yes Complete the sections below.	
	→ No Go to Part 5 (Statement of compliance).	
G1	Subscribers	· · · · · · · · · · · · · · · · · · ·
	Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below. I confirm that if the company is wound up while I am a member, or within	Name Please use capital letters. Address The addresses in this section will appear on the public record. They do
	one year after I cease to be a member, I will contribute to the assets of the	not have to be the subscribers' usual residential address.
	company by such amount as may be required for: - payment of debts and liabilities of the company contracted before!	❸ Amount guaranteed
	cease to be a member;	Any valid currency is permitted.
	 payment of costs, charges and expenses of winding up, and; adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below. 	Continuation pages Please use a 'Subscribers' continuation page if necessary.
	Subscriber's details	-
Forename(s) •		-
Surname •		 [
Address @		-
Postcode		
Amount guaranteed €		_
	Subscriber's details	-
Forename(s) •		-
Surname •		_
Address @		
Postcode		
Amount guaranteed		
	Subscriber's details	_
Forename(s) •		_
Surname •		
Address 9		_
Postcode		
Amount guaranteed 9		_

	Subscriber's details	• Name
Forename(s) •		Please use capital letters.
Surname 0		• Address The addresses in this section will
Address ®		appear on the public record. They do not have to be the subscribers' usual residential address.
Postcode		● Amount guaranteed Any valid currency is permitted.
Amount guaranteed 9		Continuation pages Please use a 'Subscribers'
· · · · · · · · · · · · · · · · · · ·	Subscriber's details	continuation page if necessary.
Forename(s) •		
Surname 0		
Address 2		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname •		
Address 2		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname •		
Address 2		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •	Jungeline 3 details	
Surname •	\	
Address 2		
Audress &		
Postsodo		
Postcode		
Amount guaranteed 9		

Part 5	Statement of compliance	
	This section must be completed by all companies.	
	Is the application by an agent on behalf of all the subscribers?	
	 → No Go to Section H1 (Statement of compliance delivered by the subscribers). → Yes Go to Section H2 (Statement of compliance delivered by an agent). 	
H1	Statement of compliance delivered by the subscribers •	
	Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.	Statement of compliance delivered by the subscribers Every subscriber to the memorandum of association must
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.	sign the statement of compliance.
Subscriber's signature	Signature X	
Subscriber's signature	Signature X	
Subscriber's signature	Signature X	
Subscriber's signature	Signature X	

Subscriber's signature Subscriber's signature	X	× 	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.
Subscriber's signature	Signature	×	
H2	Statement of compliance delivered by an agent		
	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.		
Agent's name	BALFOUR & MANSON LLP		
Building name/number	54-66	_	
Street	FREDERICK STREET		
Post town	EDINBURGH		
County/Region	MIDLOTHIAN		
Postcode	E H 2 1 L S		
Country			
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.	1	
Agent's signature	X mulley for banker of much	×	

Presenter information You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record. HANNAH COCKBURN Company name BALFOUR + MANSON LLP Address 54-66 FREDERICK STREET **EDINBURGH** County/Region MIDLOTHIAN Н 2 Country SCOTLAND **ED4 EDINBURGH** 0131 200 1274 Certificate We will send your certificate to the presenters address (shown above) or if indicated to another address shown below: ☐ At the registered office address (Given in Section A6). ☐ At the agents address (Given in Section H2). Checklist We may return forms completed incorrectly or with information missing. Please make sure you have remembered the following: You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in quidance on our website. If the name of the company is the same as one

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

£ How to pay

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House.'

Where to send

DX 33050 Cardiff.

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales: The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.

For companies registered in Scotland:

The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF. DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 86G. DX 481 N.R. Belfast 1.

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE.

i Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

already on the register as permitted by The Company and Business Names (Miscellaneous Provisions)

full service address), DX or LP (Legal Post in Scotland)

Regulations 2008, please attach consent.

number.

You have used the correct appointment sections.

Any addresses given must be a physical location.
 They cannot be a PO Box number (unless part of a

☐ The document has been signed, where indicated.

All relevant attachments have been included.
 You have enclosed the Memorandum of Association.

You have enclosed the correct fee.

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of RYAN FINLAYSON PROPERTY 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 by each subscriber

NORMAN FINLAYSON

SUSAN FINLAYSON

BALFOUR + MANSON TRUSTEES

12 wovember 2010 Dated

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SCT 15/11/2010

COMPANIES HOUSE