

FILE COPY



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

Company Number **653972**

The Registrar of Companies for Scotland, hereby certifies that

CD NEWCO 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, Edinburgh, on **10th February 2020**



* NSC653972N *



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: **07/02/2020**

X8YAD4M0

Company Name in full:

CD NEWCO LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

Scotland

Proposed Registered Office Address:

**BLACKWOOD HOUSE UNION GROVE LANE
ABERDEEN
SCOTLAND AB10 6XU**

Sic Codes:

62020

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Secretary 1

Type: Corporate
Name: BLACKWOOD PARTNERS LLP
Principal / Business Address: BLACKWOOD HOUSE UNION GROVE LANE
ABERDEEN
SCOTLAND AB10 6XU

Non European Economic Area (EEA) Company

Legal Form: LIMITED LIABILITY PARTNERSHIP
Law Governed: SCOTLAND
Register Location: SCOTLAND
Registration Number: SO303063

The subscribers confirm that the corporate body named has consented to act as a secretary.

Company Director **1**

Type: **Person**

Full Forename(s): **MR DAVID ALEXANDER**

Surname: **CORMACK**

Former Names:

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

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

Date of Birth: ****/01/1959** *Nationality:* **AMERICAN**

Occupation: **CHAIRMAN**

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>			

**EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING,
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

Name: **CD NEWCO, LLC**

Address **5255 N EDGEWOOD DR
250
PROVO
UT
UNITED STATES
84604**

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)

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

Relevant Legal Entity (RLE) details

Company Name: CD NEWCO, LLC

Service Address: 5255 N EDGEWOOD DR
250
PROVO
UT
UNITED STATES
84604

Legal Form: PRIVATE LIMITED COMPANY

Governing Law: LAWS OF DELAWARE

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in 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: **BLACKWOOD PARTNERS LLP**

Agent's Address: **BLACKWOOD HOUSE UNION GROVE LANE
ABERDEEN
UNITED KINGDOM
AB10 6XU**

Authorisation

Authoriser Designation: **agent**

Authenticated **YES**

Agent's Name: **BLACKWOOD PARTNERS LLP**

Agent's Address: **BLACKWOOD HOUSE UNION GROVE LANE
ABERDEEN
UNITED KINGDOM
AB10 6XU**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of CD NEWCO 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
CD Newco, LLC	Authenticated Electronically

Dated: 07/02/2020