

FILE COPY



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

Company Number **11434465**

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

SUNDOWNER LIMITLESS 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 **26th June 2018**



* N11434465F *



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: **25/06/2018**

X78US76X

*Company Name in
full:*

SUNDOWNER LIMITLESS LTD

Company Type:

Private company limited by shares

*Situation of
Registered Office:*

England and Wales

*Proposed Registered
Office Address:*

**VICTORIA HOUSE, SUITE 41 38 SURREY QUAYS ROAD
LONDON
ENGLAND SE16 7DX**

Sic Codes:

82990

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Secretary 1

Type: **Corporate**
Name: **HOOGAN & DOTS SECRETARIAL SERVICE LTD**
Principal / Business Address: **41, VICTORIA HOUSE 38 SURREY QUAYS ROAD
LONDON
ENGLAND SE16 7DX**

European Economic Area (EEA) Company

Register Location: **UK**
Registration Number: **07841176**

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

Company Director *1*

Type: **Person**

Full Forename(s): **SIEGFRIED**

Surname: **DETZKEIT**

Service Address: **III 3, 3, 1A AVENIDA JAIME
PALMA DE MALLORCA
SPAIN 07012**

*Country/State Usually
Resident:* **SPAIN**

Date of Birth: ****/01/1957** *Nationality:* **GERMAN**

Occupation: **ENTREPRENEUR**

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>	300
<i>Currency:</i>	EUR	<i>Aggregate nominal value:</i>	300
<i>Prescribed particulars</i>			

ORDINARY SHARES HAVE FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS.

Statement of Capital (Totals)

<i>Currency:</i>	EUR	<i>Total number of shares:</i>	300
		<i>Total aggregate nominal value:</i>	300
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **HENRY KALKMANN**

Address **21-23 AM WALL
BOCHUM
GERMANY
44866**

Class of Shares: **ORDINARY**

Number of shares: **100**

Currency: **EUR**

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

Amount unpaid: **0**

Amount paid: **1**

Name: **THOMAS KALETA**

Address **101 SAARSTR
TRIER
GERMANY
54290**

Class of Shares: **ORDINARY**

Number of shares: **100**

Currency: **EUR**

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

Amount unpaid: **0**

Amount paid: **1**

Name: **DETLEF STRUEMPEL**

Address **186 KASSLERFELDER STR
DUISBURG
GERMANY
47059**

Class of Shares: **ORDINARY**

Number of shares: **50**

Currency: **EUR**

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

Amount unpaid: **0**

Amount paid: **1**

Name: **FRANK WINKEL**

Address **20 IM KLOSTERGUT
HILDESHEIM
GERMANY
31139**

Class of Shares: **ORDINARY**

Number of shares: **50**

Currency: **EUR**

*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

Individual Person with Significant Control details

Names: **HENRY KALKMANN**

*Country/State Usually
Resident:* **GERMANY**

Date of Birth: ****/02/1960** *Nationality:* **GERMAN**

Service Address: **21-23 AM WALL
BOCHUM
GERMANY
44866**

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.

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.

Individual Person with Significant Control details

Names: **THOMAS KALETA**

*Country/State Usually
Resident:* **GERMANY**

Date of Birth: ****/08/1979** *Nationality:* **GERMAN**

Service Address: **101 SAARSTR
TRIER
GERMANY
54290**

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.

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50% of the shares 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: **COMPANIES MADE SIMPLE A DIVISION OF MADE SIMPLE GROUP LTD**

Agent's Address: **20-22 WENLOCK ROAD
LONDON
ENGLAND
N1 7GU**

Authorisation

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

Agent's Name: **COMPANIES MADE SIMPLE A DIVISION OF MADE SIMPLE GROUP LTD**

Agent's Address: **20-22 WENLOCK ROAD
LONDON
ENGLAND
N1 7GU**

Companies Act 2006

SCHEDULE 1 COMPANY HAVING A SHARE CAPITAL Memorandum of Association of SUNDOWNER LIMITLESS 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 each.

Subscriber:

Henry Kalkmann

Authentication: Authenticated Electronically

Subscriber:

Thomas Kaleta

Authentication: Authenticated Electronically

Subscriber:

Detlef Struempel

Authentication: Authenticated Electronically

Subscriber:

Frank Winkel

Authentication: Authenticated Electronically

Dated: 25 Jun 2018