

FILE COPY



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

Company Number **11527521**

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

KELNORYN HOLDING 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 **20th August 2018**



* N11527521B *



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: **19/08/2018**

X7CNIAMG

Company Name in full:

KELNORYN HOLDING LTD

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**SUITE 36, 88-90 HATTON GARDEN
LONDON
UNITED KINGDOM EC1N 8PG**

Sic Codes:

64209

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **MR. ALEJANDRO**

Surname: **CARDOSO MAILHOS**

Former Names:

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

Country/State Usually **URUGUAY**

Resident:

Date of Birth: ****/09/1965** *Nationality:* **URUGUAYAN**

Occupation: **BUSINESSMAN**

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

Company Director 2

Type: **Person**

Full Forename(s): **MR. HUGO LORENZO**

Surname: **ROMAY MAILHOS**

Former Names:

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

*Country/State Usually
Resident:* **URUGUAY**

Date of Birth: ****/10/1974** *Nationality:* **URUGUAYAN**

Occupation: **BUSINESSMAN**

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

Company Director 3

Type: **Person**

Full Forename(s): **MR. JUAN MARÍA**

Surname: **TERRA CASSARINO**

Former Names:

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

*Country/State Usually
Resident:* **URUGUAY**

Date of Birth: ****/05/1973** *Nationality:* **URUGUAYAN**

Occupation: **DIRECTOR**

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

Company Director 4

Type: **Person**

Full Forename(s): **MR. JUAN JOSÉ**

Surname: **VARELA OTAMENDI**

Former Names:

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

Country/State Usually **URUGUAY**

Resident:

Date of Birth: ****/03/1973** *Nationality:* **ARGENTINE**

Occupation: **EMPLOYEE**

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>	1000
<i>Currency:</i>	USD	<i>Aggregate nominal value:</i>	1000
<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>	USD	<i>Total number of shares:</i>	1000
		<i>Total aggregate nominal value:</i>	1000
		<i>Total aggregate unpaid:</i>	1000

Initial Shareholdings

<i>Name:</i>	ALEJANDRO CARDOSO MAILHOS	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	SUITE 36, 88-90 HATTON GARDEN, LONDON UNITED KINGDOM EC1N 8PG	<i>Number of shares:</i>	200
		<i>Currency:</i>	USD
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	1
		<i>Amount paid:</i>	0

<i>Name:</i>	HUGO LORENZO ROMAY MAILHOS	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	SUITE 36, 88-90 HATTON GARDEN, 36 GLOUCESTER AVENUE LONDON UNITED KINGDOM EC1N 8PG	<i>Number of shares:</i>	200
		<i>Currency:</i>	USD
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	1
		<i>Amount paid:</i>	0

<i>Name:</i>	JUAN MARÍA TERRA CASSARINO	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	SUITE 36, 88-90 HATTON GARDEN, LONDON UNITED KINGDOM EC1N 8PG	<i>Number of shares:</i>	240
		<i>Currency:</i>	USD
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	1
		<i>Amount paid:</i>	0

<i>Name:</i>	JUAN JOSÉ VARELA OTAMENDI	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	SUITE 36, 88-90 HATTON GARDEN, LONDON UNITED KINGDOM EC1N 8PG	<i>Number of shares:</i>	120
		<i>Currency:</i>	USD
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	1
		<i>Amount paid:</i>	0

Name: **MARTÍN RICARDO
WILLIAMS SANZ**

Address **SUITE 36, 88-90 HATTON
GARDEN,
LONDON
UNITED KINGDOM
EC1N 8PG**

Class of Shares: **ORDINARY**

Number of shares: **120**
Currency: **USD**
*Nominal value of each
share:* **1**
Amount unpaid: **1**
Amount paid: **0**

Name: **CARLOS ENRIQUE
GARIBINO NOCETI**

Address **SUITE 36, 88-90 HATTON
GARDEN,
LONDON
UNITED KINGDOM
EC1N 8PG**

Class of Shares: **ORDINARY**

Number of shares: **120**
Currency: **USD**
*Nominal value of each
share:* **1**
Amount unpaid: **1**
Amount paid: **0**

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: **ARISTOS MANAGEMENT LTD**

Agent's Address: **VINEYARDS BUSINESS CENTRE, 36 GLOUCESTER AVENUE
LONDON
LONDON
UNITED KINGDOM
NW1 7BB**

Authorisation

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

Agent's Name: **ARISTOS MANAGEMENT LTD**

Agent's Address: **VINEYARDS BUSINESS CENTRE, 36 GLOUCESTER AVENUE
LONDON
LONDON
UNITED KINGDOM
NW1 7BB**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of KELNORYN HOLDING 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.

Name of each subscriber	Authentication
Alejandro Cardoso Mailhos	Authenticated Electronically
Hugo Lorenzo Romay Mailhos	Authenticated Electronically
Juan María Terra Cassarino	Authenticated Electronically
Juan José Varela Otamendi	Authenticated Electronically
Martín Ricardo Williams Sanz	Authenticated Electronically
Carlos Enrique Garbino Noceti	Authenticated Electronically

Dated: 19/08/2018