

F1900002306

Division of Corporations

Florida Department of State
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To: Division of Corporations
Fax Number : (850)617-6383

From: Account Name : GBS CONSULTANTS, INC.
Account Number : I20050000012
Phone : (954)659-8835
Fax Number : (954)301-0417

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STATE OF FLORIDA
TALLAHASSEE

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: taladro@taladronholdings.com

**FOREIGN PROFIT/NONPROFIT CORPORATION
TALADRO HOLDINGS VENEZUELA, C.A., CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	45
Estimated Charge	\$78.75

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Corporate Filing Menu

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K. SALY

MAY 15 2019



May 13, 2019

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GBS CONSULTANTS, INC.

SUBJECT: TALADRO HOLDINGS VENEZUELA, C.A., CORP.
REF: W19000046511

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Brooke N Kinsey
Regulatory Specialist II

FAX Aud. #: B19000154186
Letter Number: 619A00009561

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. TALADRO HOLDINGS VENEZUELA, C.A., CORP.
 (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
Venezuela

2. Venezuela 3. _____
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 05/25/2011 5. 05/25/2036
 (Date of incorporation) (Date of duration, if other than perpetual)

6. _____
 (Date first transacted business in Florida, if prior to registration)
 (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. La concha Shopping Center, Ground Floor, Local 5-B, Lecherias, Anzoategui, Venezuela 6026
 (Principal office address)

890 Plantation RD Apartment 102, Blacksburg, Virginia 24060
 (Current mailing address, if different)

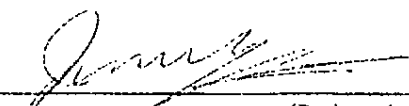
8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: GBS Consultants, Inc.

Office Address: 3350 SW 148th Ave. Suite 120
Miramar, Florida 33027
 (City) (Zip code)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

9. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



 (Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

11. Names and business addresses of officers and/or directors.

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE

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B. OFFICERS

Felipe Andrade

President: _____

La concha Shopping Center, Ground Floor, Local 5-B, Lecherias, Anzoategui, Venezuela 6026

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Felipe Andrade, President

13. _____

(Typed or printed name and capacity of person signing application)

Translation – Taladro Holdings Venezuela, C.A. – Electronic Solvency Certificate

BOLIVARIAN REPUBLIC OF VENEZUELA
MINISTRY OF POPULAR POWER FOR THE SOCIAL WORK PROCESS
VENEZUELAN INSTITUTE OF SOCIAL SECURITY

SECRETARIA DE TRABAJO Y PROTECCION SOCIAL
INSTITUTO VENEZOLANO DE SEGURIDAD SOCIAL

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ELECTRONIC SOLVENCY CERTIFICATE

The Venezuelan Institute of Social Security (I.V.S.S.), states that the employer (a) TALADRO HOLDINGS VENEZUELA, C.A. registered under the employer number 001134050, whose Registration of Fiscal Information (R.I.F.) J315627442, represented by the citizen MOYA MAGO CARLA JOHANA, holder of the Identity Card No. V-19189769, is:

ACTIVE

This certificate is issued at the request of the interested party in the city of Caracas on the 13th day of the month of May 2019, in accordance with the provisions of the Eighth Final Provision of the Social Security Law, published in the Official Gazette N° 39.912 , Decree 8.921 dated April 30, 2012.

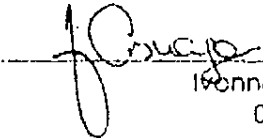
Atty. Magaly Gutierrez Viña

President of the Board of Directors of IVSS

Official Gazette N ° 41.420 dated 06/15/2018

The validity of this electronic solvency certificate can be checked through the web portal of I.V.S.S. (www.ivss.gob.ve) with the verification code N° 50-84b7950-20191.

I, Ivonne Arsuaga, am competent to translate from Spanish into English, and I certify that the translation of this Electronic Solvency Certificate is true and accurate to the best of my abilities.


Ivonne Arsuaga
05/13/2019



REPÚBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL PODER POPULAR PARA EL PROCESO SOCIAL DEL
TRABAJO

INSTITUTO VENEZOLANO DE LOS SEGUROS SOCIALES
CERTIFICADO ELECTRÓNICO DE SOLVENCIA

El Instituto Venezolano de los Seguros Sociales (I.V.S.S.), hace constar que el (la) empleador (a) TALADRO HOLDINGS VENEZUELA, C.A. inscrito (a) bajo el número patronal O01134050, cuyo Registro de Información Fiscal (R.I.F.) J315627442, representado por el (la) ciudadano (a) MOYA MAGO CARLA JOHANA, titular de la Cédula de Identidad N° V-19189769, se encuentra:

SOLVENTE

Certificado que se expide a petición de la parte interesada en la ciudad de Caracas a los 13 días del mes de Mayo de 2019, de acuerdo a lo establecido en la Octava Disposición Final de la Ley del Seguro Social, publicada en Gaceta Oficial N° 39.912, Decreto 8.921 de fecha 30 de Abril de 2012.

El presente certificado tendrá vigencia hasta el 2° de Junio de 2019.

Abog. Magaly Gutierrez Viña

Presidenta de la Junta Directiva del IVSS

Gaceta Oficial N° 41.420 de fecha 15/06/2018

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MAGALY GUTIERREZ VIÑA
ABOGADA
TALADRO HOLDINGS VENEZUELA, C.A.

La validez de este certificado electrónico de solvencia, puede comprobarse a través del portal web del I.V.S.S. (www.ivss.gob.ve) con el código de verificación N° 50-84b7950-20191.

**AUTONOMOUS SERVICE OF REGISTRIES AND NOTARY OFFICES.
FIRST MERCANTILE REGISTRY OF THE STATE OF ANZOATEGUI**

Lawyer RUBEN EMILIO SAEZ ZERPA , Third Mercantile Register.

CERTIFY

That the Commerce Registry seat transcript up next, whose original is record in the Volume: 37-A RM3ROBAR, Number 5 of 2011 just as The Participation, Note and Document that are copied straight off are faithful transfer from its originals, which belongs to the following tenor:

264-2600

This folio concern to:

TALADRO HOLDINGS VENEZUELA, C.A

Dossier number: 264-2600.

SECRETARÍA DE ESTADO
FALLAHUACENSE, FLORIDA
19 MAY 14 PM 6:18
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CITIZEN

Third Mercantile Register from Judicial Division in Anzoategui state.

Your Dispatch.

I, EMELY AGUILERA SISO, Venezuelan, grown up, holder of the ID number V-17.235.519, from this domicile, plenary authorized by the constituent document of TALADRO HOLDINGS VENEZUELA, C.A", in order to make this presentation, with due reverence and respect, I come up to show and request the following: In accordance with the requirements of the Commercial Code, I submit for registration the Constitutive Act, that at the same time serves the company's bylaws, given its scope and special conformation.

Accomplished as are the legal requirements, serve to agree what is conducive so that the company TALADRO HOLDINGS VENEZUELA, C.A is validly constituted and ordered its registration, fixation and publication.

I demand at the same time the expedition of two (2) certified copies of this participation, the articles of incorporation, bylaws and the order that is issued for that purpose.

In Barcelona, on the date of its presentation.

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**AUTONOMOUS SERVICE OF REGISTRIES AND NOTARY OFFICES.
THIRD MERCANTILE REGISTRY OF THE STATE OF ANZOATEGUI**

Municipality Simon Bolivar, May 25th 2011.

According to the previous participation presented. Fulfilled as the requirements of the law have been, registered in the Mercantile Registry along with the document presented; affix and publish the respective seat; formed the Company's agent and filed the original besides the copy of the statutes and other requirements.

The preceding document written by the Lawyer EMELY DEL VALLE AGUILERA SISO IPSA N° 141213, is recorded in the Commerce Registration under Number. 5, Volume -37-A RM3ROBAR. Due pays BS: 509,20 , according to page RM N° 26400015990. Bank No. 791868147 by BS: 8.306,40. The identification was effected as: EMELY DEL VALLE AGUILERA SISO, C.I V-17.235.519.

Reviewing Lawyer:

DILCELLE MAR IBRAHIM

Third Mercantile Register:

FDO Lawyer RUBEN EMILIO SAEZ ZERPA

This page belongs to:

TALADRO HOLDINGS VENEZUELA, C.A

File number: 264-2600

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SHERIFF'S OFFICE
TALLAHASSEE, FLORIDA

FELIPE ANDRADE PAVA, Venezuelan, grown up, civilly deft and holder of the I.D number V-24.759.804 and, **CARLA JOHANA MOYA MAGO**, Venezuelan, grown up, civilly deft and holder of the I.D number V-19.189.169, through the following file we proclaim that we have decided to constitute, as in effect, formally constitute in this act and anonymous which will be ruled by the following items:

CHAPTER I

DENOMINATION, ADRESS, PURPOSE AND DURATION

FIRST: the company will be called: **TALADRO HOLDINGS VENEZUELA, C.A**

SECOND: The Company's main domicile will be at Principal Lecheria Avenue, La Concha Mall, 5-B department, Lecheria, Municipio Turistico Licenciado Diago Bautista Urbaneja, Anzoategui State, being able, however, to establish agencies or branch offices in any place of the Bolivarian Republic of Venezuela or abroad.

THIRD: The target of this society will be: 1- drilling, exploration and manipulation of hydrocarbons; 2- operations in oil camps, 3- preparation and complementation of oil wells, 4- short and extended hydrocarbons production tests, 5- commercialization and treating of hydrocarbons, 6- the purchase, sale, management and exchange of incomes, securities emitted by the Bolivarian Republic of Venezuela, any decentralized entity or another issuer, properly authorized by the Central Bank of Venezuela with the designate National Currency (Bolivares Fuertes) or any other foreign currency; shares, duties or another commercial instrument; 7- act as representative agent, distributor, commission agent, consignee or concessionaire of any kind of goods and merchandise previously said; 8- in general, the performance of any act or related business, complementary, supplementary or associated with the objective and purpose aforementioned.

FOURTH: The society will have a duration of TWENTY FIVE (25) years, counted from its inscription date before the Mercantile Registration. It can be dissolved and liquidated before the expiration of this terms, in case and through de procedures established by the current Venezuelan's laws.

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TALLAHASSEE, FLORIDA

CHAPTER II

OF THE SAHRE CAPITAL AND SHARES

FIFTH: The company's share capital is EIGHT HUNDRED AND TWENTY THOUSAND BOLIVARES (820.000 Bs). Divided into one HUNDRED (100) shares, valued in EIGHT THOUSAND TWO HUNDRED BOLIVARES (8.200 Bs) each one.

SIXTH: The aforementioned share has been fully subscribe and paid in the following way: FELIPE ANDRADE PAVA, subscribes and paid on his own NIGHTY NINE (99) shares giving a global amount of EIGHT HUNDRED ELEVEN THOUSAND EIGHT HUNDRED BOLIVARES (811.800 Bs) and CARLA JOHANA MOYA MAGO, ONE (1) share that make a total of EIGHT THOUSAND TWO HUNDRED BOLIVARES (8.200 Bs).

Said share capital has been fully subscribed and paid by the aforementioned shareholders in the following way: the share of cash by a total of ONE HUNDRED THOUSAND BOLIVARES (100.000 Bs), and the remainder SEVEN HUNDRED TWENTY THOUSAND (700.000 Bs) through the contribution of incomes which is expressed in inventory is attached to be part of this document.

SEVENTH: In case of the company's share capital get increased, the shareholders will have the preferential right to subscribe the new shares in proportion with the numbers of share they already have. Likewise the shareholders will have the preferential right to acquire the society's shares that any other shareholder desired to give away. For this purpose any shareholder wishing to sell one or more of the company shares, will notify in writing to the other, pointing out the amount of shares to be sell, terms and conditions of payment. Within the next five days being received the notification, the shareholders will be involve to exercise the priority. The offered shares will be distributed proportionally according the numbers of shares owned individually in case of being exercise that right. To sell shares to third parties, will be require a homogenous agreement of the shareholders in writing.

CHAPTER II

THE ASSAMBLIES

EIGHTH: the supreme direction of Authority of the society resides in the General Assembly of shareholders legally constitute, either Ordinary or Extraordinary, and its agreed decisions within the legal and statutory power, are mandatory for all shareholders, also for those absent in the Assembly, remaining the relevant legal rights.

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TALLAHASSEE, FLORIDA

NINETH: The Ordinary Assembly will meet up within the three first months following the fiscal year, and the Extraordinary Assemblies will meet prior call, whenever require by the Company's need according to the **278 Article** belongs to the current **Commerce Code**.

TENTH: the Shareholders Assemble, Ordinary or Extraordinary, will be considered validly constitute to decide once they represent 60% of the shares conforming the Share Capital and their decisions will be considered validly adopted when they were approve by a number of votes which represents 60% of the Share Capital.

ELEVENTH: They are attributions of the A Ordinary Assemble of Shareholders, among others, the following: (a) to choose a Board of Management and its substitutes, (b) to discuss, approve, disapprove or modify the Company's Balance Sheet; (c) to choose the superintendent, (d) to decide with respect to the distribution of dividends and constitute the Reserve Funds; (e) any other affix statement by the law.

CHAPTER IV

THE MANAGEMENT

TWELFTH: The direction and management of the Company will be in charge of a Board Management set up by **TWO (2) MANAGERS**.

THIRTEENTH: They are attributions of the Manager, acting jointly or separately, among others, the following: 1) to decide about the acquirement of any kind of goods for the society; 2) to decide on the conclusion of all type of agreement; 3) convene and preside over the Shareholders Assemblies; 4) lend commercial bonds, whether natural or legal persons; 5) grant the general authority that may be necessary, as well as the special ones that could be require; 6) to sign documents and represent the society, forcing it in all acts whether administrative or devices; 7) to open, mobilize and close bank accounts in general, issue, discount, accept, endorse bills of exchange, promissory notes and any other banking effect; 8) set dividends to be distribute and order its payment according to the profits liquidation, represent the Society before the Governmental authorities, whether national, state or municipal, as well as before any foreign authority If the case arises.

This attributions have a merely enunciative character and by no means will be limitative or restrictive.

FOURTEENTH: The board Management will last five years on the exercise of its functions, if before they were no removed, and can be re-elected without limitation. The Managers, before undertaken their duties, will deposit in the company's Social Fund **TEN (10) shares** in order to guarantee and response for their management,

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TALLAHASSEE, FLORIDA

as is shown in the Commerce Code on tis 244.Article, being these actions inalienable until the accounts are prove of their respective management in case of being member, if is not, must deposit in the Social Fund an amount of money equivalent to the value of shares that should be deposit.

CHAPTER V

THE SUPERINTENDENT

FIFTEENTH: The Company will have a SUPERINTENDENT, who is going to be choose by the General Assembly of shareholders and will last FIVE year on its funclions, and could be re-elected without limits. The attributions of the superintendent are established in the Commerce Code.

CHAPTER VI

THE FICAL YAER, BALANCE SHEET AND PROFITS

SIXTEENTH: The company's fiscal year will begin on January first and will end on December thirty first. In this last date will be practiced an inventory of the Company's social goods, according to the Article 304 designed by the Commerce Code, and following the accounting principles general accepted.

SEVENTEENTH: Of the liquids benefits obtained, the following sections will be carried: 1) FIVE (5%) percent to conform the Reserve Fund that will be accumulating until have an equivalent of TWENTY percent of the Share Capital. 2) The respective amount in relation to the Income Tax and any other contributions affixed by the laws not involved with operational cost. 3) The surplus of profits after reduce the previous items and or other that the Board Management considered to set aside in reserve, will be distribute among the shareholders as dividends and proportional according to the numbers of shares owned by them.

CAPITULO VII

THE DISOLUTION

EIGHTEENTH: In case of dissolution by law or by expiration of the term, or by decision of the Shareholders General Assembly, it shall be vested with the broadest powers for all acts related to such liquidation, including for the appointment of liquidators to whom shall fix their powers and remunerations.

CAPITULO VII

COMPLEMENTARY PROVISIONS

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SHERIFF OF STATE
TALLAHASSEE, FLORIDA

NINETEENTH: In this act is named to occupy the charge of DIRECTORS, FELIPE ANDRADE PAVA and CARLA JOHANA MOYA MAGO, previously identified. Likewise, is named as SUPERINTENDENT the citizen JORGE OSWALDO SANCHEZ RAMIREZ, Venezuelan, grown up, from this domicile, college under the C.P.C number 18003 and holder of the I.D number V-6.195.263.

TWENTIETH: The society first fiscal year will start from its inscription on the Mercantile Register and it will end on December thirty one (31) of the same year.

TWENTY-FIRST: It was also agreed to subscribe the company to the Program of Social Production Company promoted by the National Executive and implemented by PETROLEOS DE VENEZUELA (PDVSA) S.A and its subsidiary companies as a promoter of social Productions Companies. In this sense the company, among other items, will assume the commitments of being registered to the Program, which are oriented to contribute to the economic and social growth of the country. The already mentioned commitment consists on: a) to have part on the Social Fund of PDVSA; b) Present a Social Offer in bidding processes, a concept based on the need to carry out works, provide services and goods, to meet the community's needs in order to ensure their harmonious and sustainable development; c) Develop and accompany small companies and Social Production Companies, which includes supporting the development of systems and technology that allow their insertion into productive systems; d) Associate with medium-size companies in order to strengthen them technologically allowing a national added value and a greater insertion in the solution of needs related to the operational areas in the oil field; e) Contribute the development of companies, production, distribution and social service. These commitments will be executed in relation to the subscription of a contract with PDVSA. Likewise, is also authorized the Company's President, and any other person delegate by him, trough and authorization document, to formalize the commitments by the entities PDVSA or its subsidiaries indicate.

CHAPTER IX

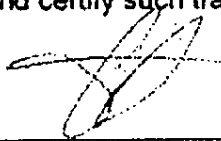
TRANSITIVES PROVISIONS

TWENTY-SECOND: Is plenty authorized the citizen EMELY AGUILERA, Venezuelan, grown up, holder of the I.D number V-17.235.519, to carry out the respective participation and registration by the corresponding Mercantile Register and also to manage all the related procedures towards the registration and obtaining the Registration of Fiscal Information (RIF).

SIMON BOLIVAR MUNICIPALITY, ON MAY 25TH, TWO THOUSAND ELEVEN. EMILY DEL VALLE SISO, LAWYER RUBEN EMILIO SALAS ZERPA, is dispatch the present certify copy of publication according to BOOK RECEIPT NUMBER 264.2011.2.1494.

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CLERK OF THE DISTRICT COURT
TALLAHASSEE, FLORIDA

I, Genesis Rivas, hereby certify that I translated the attached document from Spanish to English and that, to the best of my ability. It is a true and correct translation. I further certify that I am competent in both Spanish and English to render and certify such translation.



Name: RIVAS RONDON, GENESIS NOEMI

DATE: MAY, 2019

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TALLAHASSEE, FLORIDA



REPÚBLICA BOLIVARIANA DE VENEZUELA
" MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA "

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS,
REGISTRO MERCANTIL TERCERO DEL ESTADO ANZOÁTEGUI

RM No. 264
201° y 152°

Abogado RUBEN EMILIO SAEZ ZERPA, Registrador Mercantil Tercero

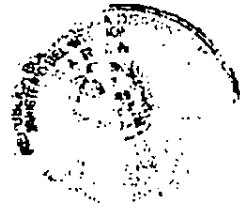
C E R T I F I C A

Que el asiento de Registro de Comercio transcrito a continuación, cuyo original está inscrito en el Tomo: **37-A RM3ROBAR**, Número: **5** del año **2011**, así como La Participación, Nota y Documento que se copian de seguida son traslado fiel de sus originales, los cuales son del tenor siguiente:

264-2600

ESTE FOLIO PERTENECE A:
TALADRO HOLDINGS VENEZUELA, C.A
Número de expediente: **264-2600**





Emely Aguilera Siso
Emely Aguilera Siso
ABOGADO
 I.P.S.A. No 141.213

Ciudadano

Registrador Mercantil Tercero de la Circunscripción Judicial del Estado

Anzoátegui

Su Despacho.-

Dra. Dilcelce Ibrahim E.
Dra. Dilcelce Ibrahim E.
ABOGADO

Yo, **EMELY AGUILERA SISO**, mayor de edad, venezolana, titular de la cédula de identidad No. **V-17.235.519**, de este domicilio, debidamente autorizada por el documento constitutivo de la empresa "**TALADRO HOLDINGS VENEZUELA, C.A.**" para hacer esta presentación, con el debido acatamiento y respeto ocurro ante Ud., para exponer:

De conformidad con lo exigido por el Código de Comercio presento para su registro el **ACTA CONSTITUTIVA** que al mismo tiempo sirve de **ESTATUTOS** de la compañía, dada su amplitud y especial conformación.

Cumplidos como están los requisitos legales ruego a Ud., se sirva acordar lo conducente para que la compañía "**TALADRO HOLDINGS VENEZUELA, C.A.**" quede válidamente constituida y se ordene su registro, fijación y publicación.

Solicito se me expida dos (2) copias certificadas de esta participación, del **ACTA CONSTITUTIVA-ESTATUTOS** y del auto que al efecto se dicte.

Es Justicia. En Barcelona, a la fecha de su presentación.

Emely Aguilera Siso
Emely Aguilera Siso
C.I. V-17.235.519

SECRETARÍA DE ESTADO
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TALLAHASSEE, FLORIDA



REPÚBLICA BOLIVARIANA DE VENEZUELA
*** MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA ***

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARIAS.
REGISTRO MERCANTIL TERCERO DEL ESTADO ANZOÁTEGUI

RM No. 264
201° y 152°

Municipio Simón Bolívar, 25 de Mayo del Año 2011

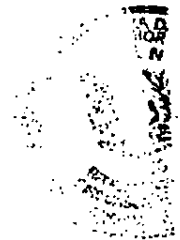
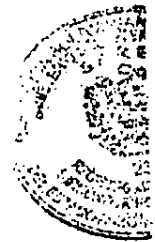
Por presentada la anterior participación. Cumplidos como han sido los requisitos de Ley, inscribase en el Registro Mercantil junto con el documento presentado; fijese y publíquese el asiento respectivo; fórmese el expediente de la Compañía y archívese original junto con el ejemplar de los Estatutos y demás recaudos acompañados. Expídase la copia de publicación. El anterior documento redactado por el Abogado EMELY DEL VALLE AGUILERA SISO IPSA N.: 141213, se inscribe en el Registro de Comercio bajo el Número: 5; TOMO -37-A RM3ROBAR. Derechos pagados BS: 509,20 Según Planilla RM No. 26400015990, Banco No. 791868147 Por BS: 8.308,40. La identificación se efectuó así: EMELY DEL VALLE AGUILERA SISO, C.I: V-17.235.519.
Abogado Revisor: DILCELEE MAR IBRAHIM RONDON




Registrador Mercantil Tercero
FDO. Abogado RÚBEN EMILIO SAEZ ZERPA

ESTA PÁGINA PERTENECE A:
TALADRO HOLDINGS VENEZUELA, C.A
Número de expediente: 264-2600
CONST






Emely Aguilera Gino
ABOGADO
 I.P.S.A.No 141.213

1 Nosotros, **FELIPE ANDRADE PAVA**, venezolano, mayor de edad, civilmente
 2 hábil, y titular de la Cédula de Identidad No. V-24.759.804, y **CARLA JOHANA**
 3 **MOYA MAGO**, venezolana, mayor de edad, civilmente hábil y titula de la Cédula
 4 de Identidad No. V- 19.189.769, por medio del presente documento declaramos
 5 que hemos decidido constituir, como en efecto constituimos formalmente en este
 6 acto una **COMPANÍA ANONIMA**, la cual se registrá por las siguientes cláusulas:

7 **CAPITULO I**

8 **DENOMINACION, DOMICILIO, OBJETO Y DURACION**

9 **PRIMERA:** La compañía se denominará
 10 **"TALADRO HOLDINGS VENEZUELA, C.A."**

11 **SEGUNDA:** El domicilio principal de la Compañía será: Av. Principal de Lechería,
 12 Centro Comercial La Concha, Local 5B, Lechería, Municipio Turístico Licenciado
 13 Diego Bautista Urbaneja del Estado Anzoátegui, pudiendo sin embargo establecer
 14 Agencias o Sucursales en cualesquiera lugares del territorio de la República
 15 Bolivariana de Venezuela o del exterior.

16 **TERCERA:** El objeto de la Sociedad será: 1- Producción, exploración y
 17 explotación de hidrocarburos; 2- las operaciones de campos petroleros, 3-
 18 preparación y complementación de pozos petroleros, 4- pruebas cortas y extensas
 19 de producción de hidrocarburos, 5- la comercialización y procesamiento de
 20 hidrocarburos. 6- La compra, venta, administración y permuta de bienes muebles e
 21 inmuebles, títulos valores, emitidos por la República Bolivariana de Venezuela,
 22 algún ente descentralizado u otro emisor, todos debidamente autorizados por el
 23 Banco Central de Venezuela denominados en Bolívares Fuertes o en moneda
 24 extranjera; acciones, obligaciones y cualesquiera otros instrumentos comerciales;
 25 7- Actuar como representante, agente, distribuidora, comisionistas, consignataria o
 26 concesionaria de toda clase de bienes y mercancías derivados de los productos
 27 antedichos; 6- En general la realización de cualquiera actos o negocios conexos,
 28 complementarios, suplementarios o relacionados con el objeto y propósito antes
 29 mencionados.

30 **CUARTA:** La sociedad tendrá una duración de **VEINTICINCO (25) años**.

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1 Contados a partir de la fecha de su inscripción el Registro Mercantil.
2 Podrá disolverse y liquidarse antes del vencimiento de este término, en los casos y
3 mediante los procedimientos establecidos por las leyes Venezolanas vigentes.

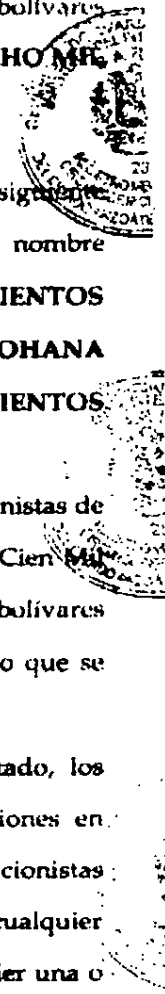
4 **CAPITULO II**
5 **DEL CAPITAL SOCIAL Y DE LAS ACCIONES**

6 **QUINTA:** El capital Social de la compañía es de ochocientos veinte mil bolívaros
7 (Bs.820.000, 00). Dividido en **CIEN (100) ACCIONES**, con un valor de **OCHO MIL**
8 **DOCIENTOS BOLIVARES (Bs. 8.200.00)** cada una.

9 **SEXTA:** El referido capital ha sido suscrito y pagado en su totalidad de la siguiente
10 manera: **FELIPE ANDRADE PAVA**, suscribe y paga en su propio nombre
11 **NOVENTA Y NUEVE (99) Acciones** que hacen un total de **OCHOCIENTOS**
12 **ONCE MIL OCHOCIENTOS BOLIVARES (Bs.811.800.00)** y **CARLA JOHANA**
13 **MOYA MAGO, UNA (1) Acción** que hace un total de **OCHO MIL DOCIENTOS**
14 **BOLIVARES (Bs.8.200.00).**

15 Dicho capital ha sido suscrito y pagado íntegramente por los citados accionistas de
16 la siguiente manera: La participación en dinero efectivo por la suma de Cien Mil
17 Bolívaros Fuertes (Bs. 100.000,00) y el restante de setecientos veinte mil bolívaros
18 (Bs. 720.000,00) mediante aporte de bienes que se expresa en inventario que se
19 anexa para que forme parte al presente documento.

20 **SÉPTIMA:** En caso que el capital social de la compañía sea aumentado, los
21 accionistas tendrán derecho preferente para suscribir las nuevas acciones en
22 proporción al número de acciones que posean. Igualmente los accionistas
23 tendrán derecho preferente para adquirir las acciones de la sociedad que cualquier
24 accionista desee vender. A tal efecto, cualquier accionista que desee vender una o
25 más acciones de la compañía notificará por escrito al otro, indicándole el número
26 de acciones a ser vendidas, el plazo, los términos y condiciones de pago. Dentro de
27 los cinco (5) días siguientes al recibo de dicha notificación, se participará a los
28 accionistas para que ejerzan la preferencia. Las acciones ofrecidas serán
29 distribuidas proporcionalmente al número de acciones que posean en caso de que



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1 ejerzan tal derecho. Para vender las acciones a personas distintas a los accionistas,
2 se necesitará el acuerdo unánime de ellos dado por escrito.

3 **CAPITULO III**
4 **DE LAS ASAMBLEAS**

5 **OCTAVA:** La suprema dirección de Autoridad de la Sociedad reside en la
6 Asamblea General de Accionistas legalmente constituida, bien sea Ordinaria o
7 Extraordinaria, y sus decisiones acordadas dentro de los límites de sus facultades
8 legales y estatutarias, son obligatorias para todos los accionistas, inclusive para los
9 que no hubieran estado presentes en la Asamblea, quedando a salvo los derechos
10 legales pertinentes a que hubiere lugar.

11 **NOVENA:** La Asamblea Ordinaria de Accionistas se reunirá cada año, dentro de
12 los tres (3) primeros meses siguientes al ejercicio económico; y las Asambleas
13 Extraordinarias se reunirán previa convocatoria, cada vez que lo requiera la
14 necesidad de la Empresa, de conformidad con el Artículo 278 del Código de
15 Comercio vigente.

16 **DECIMA:** La Asamblea de Accionistas, Ordinaria o Extraordinaria, será
17 considerada válidamente constituida para deliberar cuando estén representados en
18 ella el 60% de las acciones que conforman el Capital Social y sus decisiones se
19 considerarán válidamente adoptadas cuando fueren aprobadas por un número de
20 votos que represente el 60% del Capital Social.

21 **DECIMA PRIMERA:** Son atribuciones de la asamblea Ordinaria de Accionistas,
22 entre otras, las siguientes: (a) elegir a la Junta Directiva y a sus suplentes; (b)
23 disolver, aprobar, improbar o modificar el Balance General de la Compañía; (c)
24 elegir al Comisario; (d) decidir con respecto al reparto de dividendos y a la
25 constitución de los Fondos de Reserva; (e) cualesquiera otras atribuciones fijadas
26 por las leyes.

27 **CAPITULO IV**
28 **DE LA ADMINISTRACION**

29 **DECIMA SEGUNDA:** La dirección y administración de la Compañía estarán a
30 cargo de una Junta Directiva compuesta por: DOS (2) DIRECTORES

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1 DECIMA TERCERA: Son atribuciones de los **DIRECTORES**, actuando conjunta o
 2 separadamente entre otras, las siguientes: 1) decidir sobre la adquisición de todo
 3 tipo de bienes para la sociedad; 2) decidir sobre la celebración de todo tipo de
 4 contratos; 3) convocar y presidir las Asambleas de Accionistas; 4) prestar fianzas
 5 comerciales, ya sean a personas naturales o jurídicas; 5) Otorgar los poderes
 6 generales que fueren necesarios, así como también los Especiales a que hubiere
 7 lugar; 6) firmar documentos y representar la sociedad, obligándola en todos los
 8 actos, ya sean éstos administrativos o dispositivos; 7) abrir, movilizar y
 9 cuentas bancarias en general; librar, descontar, aceptar, endosar o avalar letras de
 10 cambio, cheques, pagarés y cualquier otro efecto bancario; 8) fijar los dividendos
 11 por distribuir y ordenar sus pagos de acuerdo a la liquidación de utilidades,
 12 representar a la Sociedad por ante las autoridades gubernamentales, ya sean
 13 nacionales, estatales o municipales, así como por arte cualquier autoridad
 14 extranjera, si llegare el caso.

15 Estas atribuciones tienen un carácter meramente enunciativo y por ningún respecto
 16 serán limitativas o taxativas.

17 DECIMA CUARTA: La Junta Directiva durará **CINCO AÑOS (5)** en el ejercicio
 18 de sus funciones, si antes no fueren removidos, y podrán ser reelegidos sin
 19 limitación alguna. Los Administradores, antes de emprender el ejercicio de sus
 20 funciones, depositarán en la caja social de la Compañía **DIEZ ACCIONES (10)** a
 21 fin de garantizar y responder por su gestión como administrador, tal y como lo
 22 prescribe el Código de Comercio en su Artículo 244, quedando inalienables dichas
 23 acciones hasta aprobarse las cuentas de sus respectivas gestiones en caso de ser
 24 socio, y en caso de no serlo, deberán depositar en la Caja Social un monto en dinero
 25 equivalente al valor de las acciones que deberfan depositar.

26 **CAPITULO V**
 27 **DEL COMISARIO**

28 DECIMA QUINTA: La Compañía tendrá un **COMISARIO**, el cual será elegido
 29 por la Asamblea General de Accionistas, y quien durará **CINCO (05) AÑOS** en

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1 sus funciones, pudiendo ser reelegido sin ninguna limitación. Las atribuciones del
2 Comisario serán las que expresamente señala el Código de Comercio.

3 **CAPITULO VI**

4 **DEL EJERCICIO ECONÓMICO-FISCAL, BALANCE Y UTILIDADES**

5 **DECIMA SEXTA:** El ejercicio económico y fiscal de la Sociedad comenzará el día
6 Primero (1) de Enero y concluirán el día Treinta y Uno (31) de Diciembre de cada
7 año. En esta ultima fecha se practicará inventario de todos los bienes sociales y se
8 preparará un Balance General de la situación patrimonial de la Empresa, de
9 conformidad con lo dispuesto en el Artículo 304 del Código de Comercio, y
10 siguiendo los principios de contabilidad de aceptación general.

11 **DECIMA SEPTIMA:** De los beneficios líquidos obtenidos se efectuarán los
12 apartados siguientes: 1.- Un cinco por ciento (5%) para formar el Fondo de Reserva
13 que irá acumulándose hasta que sea equivalente al veinte por ciento (20%) del
14 Capital Social; 2.- El monto correspondiente al impuesto sobre la renta y
15 cualquiera otras contribuciones que fijaren las leyes y no formen parte de los
16 costos y gastos operacionales; 3.- El remanente de las utilidades después de rebajar
17 las partidas anteriores u otras que la Junta Directiva estimare apartar en reserva
18 será distribuido entre los socios en calidad de dividendos y en forma proporcional
19 al número de las acciones de que sean propietarios.

20 **CAPITULO VII**

21 **DE LA DISOLUCION DELA SOCIEDAD**

22 **DECIMA OCTAVA:** En caso de disolución por imperio de la ley o por expiración
23 del término, o por decisión de la Asamblea General de Accionistas, ésta quedará
24 investida de los más amplios poderes para todos los actos relacionados con dicha
25 liquidación, inclusive para la designación de los liquidadores, a quienes fijaran sus
26 facultades y remuneraciones.

27 **CAPITULO VIII**

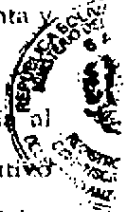
28 **DISPOSICIONES COMPLEMENTARIAS**

29 **DECIMA NOVENA:** Se nombra en este acto para ocupar los cargos de
30 **DIRECTORES a FELIPE ANDRADE PAVA y CARLA JOHANA MOYA**

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1 MAGG, anteriormente identificados. Igualmente nombra en este acto para ocupar
2 el cargo de **COMISARIO** al ciudadano **JORGE OSWALDO SANCHEZ**
3 **RAMIREZ**, quien es venezolano, mayor de edad, de este domicilio, colegiado bajo
4 el C.P.C.No. 18003 y titular de Cédula de Identidad No. V-6.195.263.

5 **VIGESIMA:** El primer ejercicio de la Sociedad comenzará a partir del día en que la
6 Misma sea inscrita en el Registro Mercantil respectivo, y concluirá el día Treinta y
7 Uno (31) de Diciembre del mismo año.

8 **VIGESIMA PRIMERA:** Asimismo se acordó la suscripción de la compañía al
9 Programa de Empresas de Producción Social (EPS) promovido por el Ejecutivo
10 Nacional e implementado por Petróleos de Venezuela, S.A., y sus empresas Filiales
11 como promotora de empresas de producción social (EPS). En este sentido la
12 empresa, entre otras cosas, asumirá los compromisos al momento de su inscripción
13 a dicho Programa, los cuales están orientados a coadyuvar al crecimiento
14 económico y social del país. Los mencionados compromisos consisten en : a)  Participación en el Fondo Social de PDVSA; b) Presentar Oferta Social en los
15 procesos licitatorios, concepto basado en la necesidad de realizar obras, prestar
16 servicios y/o proveer bienes, para atender necesidades de las comunidades, de
17 manera de asegurar su desarrollo armónico y sustentable; c) Desarrollar y
18 acompañar a empresas pequeñas y EPS, lo cual incluye apoyar con el desarrollo de
19 sistemas, y tecnologías y establecer programas permanentes que permitan la
20 inserción de estas empresas en el sistema productivo; d) Consorciarse con
21 empresas medianas y EPS, a los fines de fortalecerlas tecnológicamente,
22 permitiendo un Valor Agregado Nacional incremental, y una mayor inserción en la
23 solución de necesidades vinculadas a las áreas operacionales del sector petrolero y;
24 e) Contribución al desarrollo de Empresas, producción, distribución y servicio
25 comunal. Estos compromisos se ejecutarán en relación a la suscripción de un
26 contrato con PDVSA. Asimismo se autoriza al Presidente de la compañía; y/o
27 cualquier persona que el mismo delegue, mediante carta de autorización, a que
28 formalice la misma por ante el ente que indique Petróleos de Venezuela y/o sus
29 Filiales.
30

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1

CAPITULO IX

2

DISPOSICIONES TRANSITORIAS

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VIGESIMA SEGUNDA: Se autoriza suficientemente a la ciudadana EMELY

4

AGUILERA venezolana, mayor de edad, titular de la Cédula de Identidad No V-

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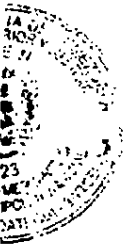
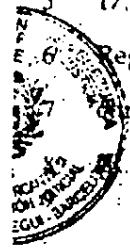
17.235.519, para efectuar su respectiva participación e inscripción por ante el

6

Registro Mercantil correspondiente e igualmente efectuar todos los trámites que

correspondan para su inscripción y obtención del Registro de Información Fiscal

(I.F.)



EMELEY AGUILERA

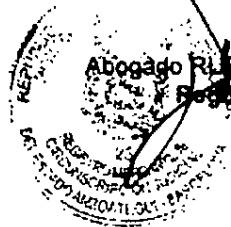
19 MAY 14 2019

Felipe Andrade Ruiz
24.754.8011





MUNICIPIO SIMÓN BOLÍVAR, 25 DE MAYO DEL AÑO DOS MIL ONCE (FDOS:) EMELY DEL VALLE AGUILERA SISO, Abogado RUBEN EMILIO SAEZ ZERPA SE EXPIDE LA PRESENTE COPIA CERTIFICADA DE PUBLICACIÓN SEGÚN PLANILLA NO. : 264.2011.2.1494



Abogado RUBEN EMILIO SAEZ ZERPA
Registrador Mercantil Tercero

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DE VENEZUELA
ESTADO ANZOÁTEGUI

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