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Division of Corporations
Department of State
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To: Division of Corporations
Fax Number : (850)517-6383

From: Account Name : VILA TAX
Account Number : I20190000073
Phone : (954)778-9844
Fax Number : (954)840-6572

2020 FEB 10 5:09:33

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

Email Address: w.arias35@gmail.com.

**FOREIGN PROFIT/NONPROFIT CORPORATION
QUIFUCA COMPANIA ANONIMA, CORP**

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

*Received
02/10/20*

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Corporate Filing Menu

Help

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: QUIFUCA COMPANIA ANONIMA, CORP

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

GERSON A MENDEZ MENDEZ

Name of Person

QUIFUCA COMPANIA ANONIMA, CORP

Firm/Company

3652 N UNIVERSITY DR

Address

CORAL SPRINGS, FL 33065

City/State and Zip code

w.arias35@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

<u>GERSON A MENDEZ MENDEZ</u>	at	<u>321</u>	<u>440-2558</u>
Name of Person		Area Code	Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

2013-11-06 11:30:00

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. QUIFUCA COMPANIA ANONIMA, 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)

2. VENEZUELA 3. NONE
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 01/14/2020 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)

6. 01/14/2020
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

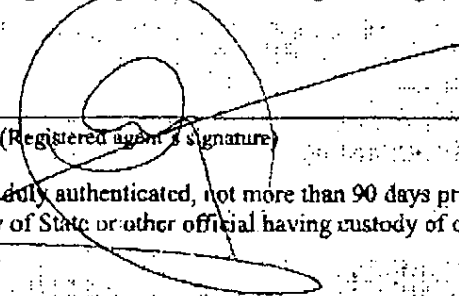
7. 3652 N UNIVERSITY DR, CORAL SPRINGS, FL 33065
(Principal office street address)

(Current mailing address, if different)

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

Name: GERSON A MENDEZ MENDEZ
Office Address: 3652 N UNIVERSITY DR.
CORAL SPRINGS, Florida 33065
(City) (Zip code)

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. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

A. DIRECTORS

Chairman Name: GERSON A MENDEZ MENDEZ
 Vice Chairman Address: 3652 N UNIVERSITY DR
 Director CORAL SPRINGS, FL 33065
 President _____
 Vice President _____
 Secretary _____ Treasurer _____
 Other _____ Other _____

Chairman Name: _____
 Vice Chairman Address: _____
 Director _____
 President _____
 Vice President _____
 Secretary _____ Treasurer _____
 Other _____ Other _____

Chairman Name: WILMER A ARIAS ALBURJAS
 Vice Chairman Address: 3652 N UNIVERSITY DR
 Director CORAL SPRINGS, FL 33065
 President _____
 Vice President _____
 Secretary _____ Treasurer _____
 Other _____ Other _____

Chairman Name: _____
 Vice Chairman Address: _____
 Director _____
 President _____
 Vice President _____
 Secretary _____ Treasurer _____
 Other _____ Other _____

2025-06-06
11:50 AM
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Chairman Name: _____
 Vice Chairman Address: _____
 Director _____
 President _____
 Vice President _____
 Secretary _____ Treasurer _____
 Other _____ Other _____

Chairman Name: _____
 Vice Chairman Address: _____
 Director _____
 President _____
 Vice President _____
 Secretary _____ Treasurer _____
 Other _____ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

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.

13. GERSON A MENDEZ MENDEZ
 (Typed or printed name and capacity of person signing application)



N° COMPROBANTE: 201804T0000039266702

REGISTRO ÚNICO DE INFORMACIÓN FISCAL (RIF)

J406733156 MATERIALES INDUSTRIALES DE OCCIDENTE, C.A

FECHA DE INSCRIPCIÓN: 15/10/2015

DOMICILIO FISCAL AV 23 EDIF PACAIRIGUA PISO PB LOCAL 01 SECTOR PARAISO
MARACAIBO ZULIA ZONA POSTAL 4001

FECHA DE ÚLTIMA ACTUALIZACIÓN: 20/11/2018

FECHA DE VENCIMIENTO: 20/11/2021

DIVISIÓN DE CONTRIBUYENTES ESPECIALES
(MARACAIBO)

3406733156-OYS
FIRMA AUTORIZADA



Condición: **Contribuyente Ordinario del IVA y Agente de Retención del IVA**; La condición de este contribuyente requiere la retención del 75% del impuesto causado, salvo que incurra en los supuestos establecidos para la retención del 100%.

La validez de este Comprobante debe verificarse a través de la dirección www.seniat.gob.ve. Sistemas en Línea mediante la opción 'Consulta Comprobante Digital RIF'. No requiere sello húmedo.

2020/11/05 11:05

SINGLE RECORD OF FISCAL INFORMATION (RIF)

J406733156 MATERIALES INDUSTRIALES DE OCCIDENTE C.A
TAX ADDRESS AV 23 EDIF PACAIRIGUA APARTMENT PB LOCAL 01 SECTOR
PARADISE MARACAIBO ZULIA ZONE POSTCARD 400

REGISTRATION DATE: 15/10/2015

LAST UPDATED DATE: 20/11/2018

EXPIRATION DATE: 20/11/2021

**DIVISION OF SPECIAL CONTRIBUTIONS
(MARACAIBO)**

**3406733156-OYS
AUTHORIZED SIGNATURE**

Condition: Ordinary VAT Taxpayer: The condition of this taxpayer requires the withholding of 75% of the tax caused, unless incur the assumptions established for 100% withholding.

The validity of this Voucher must be verified through the address www.seniat.gob.ve Online Systems by means of the option 'Consultation Digital Proof RIF'. No wet seal required

Certification of translator's competence

I, Ana G Salinas hereby certify that the above is accurate English translation of the original in Spanish language, and that I am competent in both English and Spanish language, to render such translation.

Ana G Salinas

Signature of the translator

Ana G Salinas 10191 W SAMPLE DR CORAL SPRINGS, FL 33065

Telephone (954) 274-8104 Date 02/05/2020

BOLIVARIAN REPUBLIC OF VENEZUELA

*** MINISTRY OF POPULAR POWER FOR INTERIOR RELATIONS AND JUSTICE

AUTONOMOUS SERVICE OF RECORDS AND

RM No. 411

NOTARIES

202 ° and 153 °

SECOND OF MERCANTILE REGISTRATION

PORTUGUESA CARABOBO STATE

Lawyer ANA CARLOTA MORILLO TORREALBA, Second Comercial Registrar of portuguesa State

CERTIFY

That the Commercial Registry entry transcribed below, who's original is registered in Volume: 8-A. Number: 25 of the year 2012, as well as Participation, Note and Document that are copied immediately are faithful transfer of its originals, which are of the following tenor:

411-5780

THIS FOLIO BELONGS TO:

QUIFUCA, CA

File number: 411-5780

2012. 05. 25 09:38

CITIZEN:

MERCANTILE REGISTER SECOND OF THE JUDICIAL CIRCUMSCRIPTION, OF THE PORTUGUESA STATE .

IN YOUR OFFICE.-

I, GREGORY JAVIER RODRIGUEZ HERNANDEZ, Venezuelan, legal age , practicing attorney , enrolled in the Social Security Institute of Attorneys under No. 152.552, of this domicile, duly authorized by this act, before its competent authority holder of the Identity Card No. V- 16.042.769, of this domicile, duly authorized by this act, before its competent authority occurred the purposes of presenting to its Registry the Constitutive Act - Social Statutes of the Anonymous Company QUIFUCA, ANONYMOUS COMPANY,. for its Registration, before you very, respectfully to expose:

I present, for the purposes of its insertion and registration, the Constitutional Act of QUIFUCA, ANONYMOUS COMPANY, which has been drafted, with enough breadth, so that in turn, it serves as Social Statutes. Also, present balance sheet, where it is stated, that the partners have paid the entire subscribed share capital, which is or the amount of THREE HUNDRED THOUSAND BOLIVARS (Bs. 300,000.00). Finally, I request a copy (01)) Certificate of the present Constitutive Act and of this application, for the purpose of its publication.

Justice, what I expect in Acarigua, today, and date of its presentation

Inelegible signatura

GREGORY JAVIER RODRIGUEZ HERNANDEZ

BOLIVARIAN REPUBLIC OF VENEZUELA

*** MINISTRY OF POPULAR POWER FOR INTERIOR RELATIONS AND JUSTICE ***

AUTONOMOUS SERVICE OF RECORDS AND

RM No. 315

NOTARIES.

202 ° and 153 °

SECOND MERCANTILE REGISTRATION

PORTUGUESA STATE

Paez Municipality, March 12, 2012

By presenting the previous participation. Once the requirements of the Law have been fulfilled, register in the Mercantile Registry together with the document presented; fix and publish the respective seat; form the Company file and file the original along with the copy of the Statutes and other accompanying collections. Issue the publication copy. The previous document drafted by the Attorney GREGORY JAVIER RODRIGUEZ HERNANDEZ IPESA N.º: 152552, is registered in the Registry of Commerce under the Number 25, TOMO -8-A. Rights paid BS: 306 ,00 According to RM Return No. 41100033339, Bank No. 41100033339 By BS: 3.126,00. The identification was made as follows: GREGORY JAVIER RODRIGUEZ HERNANDEZ, C.I: V-16.042.769. Review Lawyer: DANIEL DARIO MONTES RONDON

Second Mercantile Registry

PORTUGUESA STATE Lawyer ANA CARLOTA MORILLO TORRESALBA

THIS PAGE BELONGS TO:

QUIFUGA , C.A File number: 411-5780

Municipality Paez on March 8 ,2012 , GREGORY JAVIER RODRIGUEZ HERNANDE,
Lawyer ANA CARLOTA MORILLO TORRESALBA issued the follow certification with
publication according to form 411.2012.1716

Lawyer: DANIEL DARIO MONTES RONDON

Second Mercantile Registry of

PORTUGUESA state

2020 FEB -5 PM 9:33

We, WILMER ANTONIO ARIAS ALBURJAS, Venezuelan, of legal age, single, merchant, *identified with ID Number 11.548.913*, from this domicile and LUISANA DALITCE CACERES MARTINEZ Venezuelan, single legal age, Merchant holder of the Identity Card No. V-21.024.770 of this same domicile; we declare that by this document we have agreed to constitute, as in effect we constitute, an ANONYMOUS COMPANY, which will be governed by the norms established in this constitutive document, which has been drafted with sufficient breadth to serve as Constitutive Act and Social Statutes. Of the company:

FIRST: The Company will be called QUIFUCA. ANONYMOUS COMPANY; It will have as its principal domicile in EL ROBLE SHOPPING CENTER, LOCAL No. 6, AVENIDA LOS PIONEROS SALIDA HACIA GUANARE, ARAURE STATE PORTUGUESE, but may establish without prejudice branches-Agencies, Subsidiary Offices, subsidiaries or Representatives in any other place of the National Territory and or outside

SECOND: The duration of the Company will be fifty (50) years, counted, from its inscription, in the Registry of Commerce. THIRD: The object of the Company, will be the purchase Wholesale and retail sale, production, distribution, marketing, sale, storage, Transpose throughout the national territory of inputs and chemicals, fertilizers (granulate, foliar and granules), aimed at the agricultural and livestock industrial sector; Likewise, carry out another legal activity, related or not to the previously stated objectives. FOURTH: The capital of the Company is THIRTY THOUSAND BOLIVARES (Bs. 300,000.00), divided into THREE HUNDRED (300) nominal ACTIONS, with a value of ONE THOUSAND BOLIVARES (Bs., 1,000.00), each and the It has been fully subscribed and paid in the following manner: The partner WILMER ANTONIO ARIAS ALBURJAS, has subscribed and paid ONE HUNDRED FIFTY AND ONE SHARES (151) shares, for a value of ONE HUNDRED FIFTY ONE THOUSAND BOLIVARES (Bs. 151,000.00); -and is a member LUISANA DALITCE CACERES MARTINEZ, has subscribed and paid ONE HUNDRED AND FOUR NINE SHARES (149) shares, for a value of ONE HUNDRED AND FORTY NINE THOUSAND BOLIVARES (Bs. 149,000.00), said capital, has been paid, by means of an assignment document authenticated by the First Notary Public of Acarigua Portuguese State, under the number (2) filed TWENTY-TWO (22), dated

SEVEN (7) of February of (2012), which is also part of this document ., FIFTH: Every action, it gives the right to one vote in the Ordinary Assemblies, as Extraordinary and are indivisible, as regards the Company, which only recognizes, one owner, for each share. SIXTH: The shares will be issued in representative securities. of one or more of them

SEVENTH: In the capital increases, the shareholders will have preferential rights, to subscribe said increases proportionally to the name of shares, which each possess. Likewise, before making, any transfer or transfer of shares of the Company to third parties, the alleged transferor must previously offer them to the other shareholders, who will have preference to acquire them, also in proportion to those already held. The shareholders must exercise that preferential right, within thirty (30) days following, from the date on which the offer is made in writing; once said period has elapsed, if the offeror has not received a response therein form will be considered, bequeathed the offer and the bidder may sell his shares to whomever he wishes.

EIGHTH: the ordinary shareholders meeting will meet at the corporate social meeting, within three (3) months following the close of the annual fiscal year, the day and time, indicated in the respective call, which are published : at least five (5) days in advance; if they do not attend, for the date you set. Most of the shareholders, the Assembly will take place on the third day following with the number of shareholders who attend and without the need for a new call. The Extraordinary General Assembly when the interests of the Company so require, upon convening of its President. But the call may be dispensed with, when present represented the entire share capital. The decisions of the Assembly, oblige all, the shareholders, even if they have not attended , it is considered as the majority

vote equivalent to half plus one of the shareholders presents or represented. The absent, may be represented, in the Assembly by other person by power of attorney. NINTH: The powers of the Ordinary Assemblies are: Reformat la present Act-Constitutive-Statutes: The election of the President of the Company and the Commissioner of the same; Discuss, approve, modify or improper the balance sheet of the Company. with a view of the report of the president and the commissar; Resolve all matters that the president of the Company, submit for consideration and resolution, and exercise all other powers that are indicated, the Commercial Code. The Extraordinary Shareholders' Meeting will have

the broadest powers to resolve matters, for which they will be called, including to deliberate, on those that correspond to the Ordinary Assemblies. TENTH: The Company will be managed by a (01 President, who may be a shareholder or non-shareholder of the company, will be appointed by the General Assembly of Shareholders for a period of five (5) years will continue in their position until the General Assembly of Shareholders makes a new designation.: The Ordinary Shareholders Meeting meets annually at headquarters ELEVENTH. The president, acting individually will have the broadest powers of administration and disposition. Its attributions are the following: a) To comply with the decisions and agreements of the General Assembly of Shareholders; b) Appoint Managers or Executives, granting them the powers they deem necessary; c) Appoint attorneys - or attorneys of the Company to represent judicial or extrajudicial interests - of the same, giving them the powers they deem appropriate; d) Decide on purchases, sales, exchange, transfer and encumbrances of movable or immovable property; e) Authorize the conclusion of all contracts, as necessary; for the fulfillment of the purpose of the Company: Convene Shareholders' Meetings, both Ordinary and Extraordinary; g) Prepare the General Report and the balance to be presented annually, to the Ordinary Assemblies use of reserve funds; i) Set the salaries of Company's employees; and j) decree and authorize the payment of dividends on liquid profits and how they are distributed.

TWELTH: it has all the powers to sign all the opening, mobilization and closing documents of bank accounts; Issue and collect, collect checks, write, endorse, accept, guarantee and discount exchange tetras and Payments; Exercise the representation of the Company judicially or extrajudicially. all its acts, agreements and negotiations, granting in its name the documents,.; correspondents; Appoint and remove the staff of the share and determine their powers; In judicial proceedings; may be cited on behalf of the Company; Try and answer demands, desist, compromise, engage in referees, make auction positions and make use of all ordinary or extraordinary resources. The above enumeration of powers of the Board of Directors, is not restrictive and therefore does not limit its powers, that they are full, while the Assembly is not assembled. THIRTEEN: the administrator, of the Company upon entering, in the exercise of his functions, shall deposit, 24 in the Social Fund, three (3) shares, for the purposes, provided for by Article

244 of the Code 5 of Commerce. FOURTEENTH: At the end of each economic year, the General Balance will be formed to determine the status of the Company, as indicated, in Article - `304 -of the Commercial Code, and will be passed, with the respective documents , 'justifications of the Commissioner, at least one month in advance, at the scheduled date, for the General Assembly meeting, to be discussed. The benefits or profits, liquid, will be determined by deducting, from all gross income of the Company, the General expenses, amortizations, charges and social taxes. Annually, at least five percent (5%) of the net profits are separated from said net profits; to form the reserve fund, provided for in Article 262 of the Commercial Code, up to that fund reaches, at an equivalent amount, ten percent (10%) of the capital likewise, the other sections will be separated for reservation or guarantee, which deem convenient. The remainder, that is, the profits or liquid profits, will remain to be distributed, among shareholders, by way of dividends or to be invested for the benefit of the Company.FITHTEENTH: The first exercise of the Company, will begin on the date, when they have been met, with the requirements of its registration and publication and will end on December 31, 2012. Successive exercises will begin on January 1 and end on December 31 of each year SIXTEENTH: The Company will have a Commissioner, who will be appointed for a period of 2 (02) years and will have the powers, indicated by the Commercial Code. SEVENTHTEENTH : In the event of liquidation of the Company, the General Assembly that agrees to it shall appoint one or more liquidators and shall indicate their functions. EIGHTTEENTH In everything not foreseen. in this Constitutive Act — Statutes, the pertinent dispositions of the Commercial Code will govern. NINETY NINTH: The partner, WILMER ANTONIO ARIAS ALBURJAS, is appointed to serve as President of the l Company and as Commissioner to the citizen LUCINDA RUIZ MEJIAS, Venezuelan. Legal age, single, Public Accountant in exercise, holder of identity card number 3,221,179. and enrolled in the College of Technical Accountants, under number 64431. and from this domicile. TWENTY: is authorize to the Attorney GREGORY JAVIER RODRIGUEZ HERNANDEZ, already identified, , broadly and sufficiently, to file a copy of this document and comply with all the necessary legal commercial formalities, for its insertion in the corresponding Mercantile Registry, and for its publication , being empowered, to sign all protocols, documents and for everything

necessary for this purpose. without any limitation. In Acarigua, as of today, of its presentation.

SIGNATURE inelegible

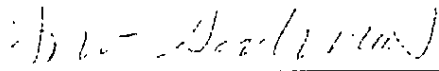
WILMER ANTONIO ARIAS ALBURJAS

SIGNATURE inelegible

LUISANA DALITCE CACERES MARTINEZ.

Certification of translator's competence

I, Ana G Salinas hereby certify that the above is accurate English translation of the original in Spanish language, and that I am competent in both English and Spanish language, to render such translation.



Signature of the translator

Ana G Salinas

10191 W Sample Road Suite 216C

CORAL SPRINGS, FL 33065

Telephone (954) 274-8104

Date 07/10/2019



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

SERVICIO AUTÓNOMO DE REGISTROS Y
NOTARÍAS.
REGISTRO MERCANTIL SEGUNDO DEL
ESTADO PORTUGUESA

RM No. 411
201° y 153°

Abogada ANA CARLOTA MORILLO TORREALBA, Registradora Mercantil Segunda del
Estado Portuguesa

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: **8-A** . Número: **25** del año **2012**, así como La Participación, Nota y Documento que se copian de seguida son traslado fiel de sus originales, los cuales son del tenor siguiente:

411-5780

ESTE FOLIO PERTENECE A:
QUIFUCA, C.A
Número de expediente: **411-5780**



Gregory J. Rodríguez H.
ABOGADO
INPREABOGADO N° 152.552.



GP-11 N° 1333404

CIUDADANA:

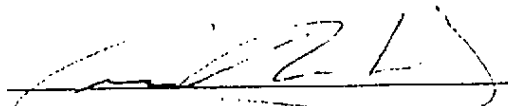
REGISTRADORA MERCANTIL SEGUNDO DEL ESTADO PORTUGUESA.
SU DESPACHO.-

Yo, **GREGORY JAVIER RODRIGUEZ HERNANDEZ**, venezolano, mayor de edad, abogado en ejercicio, e inscrito en el instituto de previsión social del Abogado, bajo el número **152.552**, titular de la cédula de identidad número. **16.042.769**, de este domicilio, debidamente facultado por el acta constitutiva de estatutos sociales de la compañía mercantil **QUIFUCA, COMPAÑÍA ANÓNIMA** ante Usted, muy respetuosamente ocurro para exponer:

Presento, a los fines de su inserción y registro, el Acta Constitutiva de **QUIFUCA, COMPAÑÍA ANÓNIMA**, la cual ha sido redactada, con suficiente amplitud, para que a su vez, sirva de Estatutos Sociales. Así mismo, presento balance, donde consta, que los socios han pagado la totalidad del capital social suscrito, el cual es por la cantidad de **TRESCIENTOS MIL BOLIVARES (Bs. 300.000,00)**.

Finalmente, solicito me sea expedida, una copia (01) certificada de la presente Acta Constitutiva y de esta solicitud, a los fines de su publicación.

Justicia, que espero en Acarigua, hoy día, y fecha de su presentación.


GREGORY JAVIER RODRIGUEZ HERNANDEZ





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

**SERVICIO AUTÓNOMO DE REGISTROS Y
NOTARÍAS.
REGISTRO MERCANTIL SEGUNDO DEL
ESTADO PORTUGUESA**

**RM No. 411
201° y 153°**

Municipio Páez, 8 de Marzo del Año 2012

Por presentada la anterior participación. Cumplidos como han sido los requisitos de Ley, inscríbese 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 GREGORY JAVIER RODRIGUEZ HERNANDEZ IP SA N.: 152552, se inscribe en el Registro de Comercio bajo el Número: **25**, TOMO **-8-A**. Derechos pagados **BS: 603,00** Según Planilla RM No. **41100033339**, Banco No. **41100033339** Por **BS: 3.126,00**. La identificación se efectuó así: **GREGORY JAVIER RODRIGUEZ HERNANDEZ, C.I: V-16.042.769.**

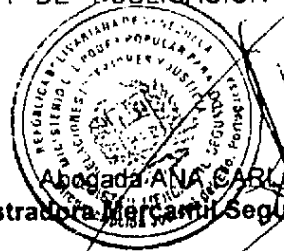
Abogado Revisor: **DANIEL DARIO MONTES RONDON**

Registradora Mercantil Segunda del Estado Portuguesa
FDO. Abogada ANA CARLOTA MORILLO TORREALBA


ESTA PÁGINA PERTENECE A:
QUIFUCA, C.A
Número de expediente: **411-5780**
CONST



MUNICIPIO PÁEZ, 8 DE MARZO DEL AÑO DOS MIL DOCE (FDOS.) GREGORY JAVIER RODRIGUEZ HERNANDEZ, Abogada ANA CARLOTA MORILLO TORREALBA SE EXPONE LA PRESENTE COPIA CERTIFICADA DE PUBLICACIÓN SEGÚN PLANILLA NO. : 411.2012.1.1716



Abogada ANA CARLOTA MORILLO TORREALBA
Registradora Mercantil Segunda del Estado Portuguesa


Gregory J. Rodriguez H.
ABOGADO
INPREABOGADO N° 152.552



GP-11 N° 1333406

Nosotros, **WILMER ANTONIO ARIAS ALBURJAS** venezolano, mayor de edad, soltero,

comerciante, titular de la cédula de identidad número. 11.548.913, de este domicilio y
LUISANA DALITCE CACERES MARTINEZ venezolana, mayor de edad, soltera,
comerciante, titular de la cédula de identidad número. 21.024.770, de este mismo
domicilio, declaramos: Que hemos convenido en constituir, como en efecto constituimos,

una Compañía Anónima, que se registrará, por las cláusulas contenidas, en este documento, el
cual ha sido redactado, con suficiente amplitud, para que se sirva, a su vez de Acta

Constitutiva y Estatutos Sociales de la Compañía: **PRIMERA:** La Compañía se
denominará **QUIFUCA, COMPAÑÍA ANÓNIMA**; tendrá como domicilio principal en

**EL CENTRO COMERCIAL EL ROBLE, LOCAL No. 6, AVENIDA LOS
PIONEROS SALIDA HACIA GUANARE, ARAURE ESTADO PORTUGUESA.**

pero podrá establecer sin perjuicio sucursales; Agencias, Oficinas Filiales, subsidiarias o
Representantes en cualquier otro lugar del Territorio Nacional y/o exterior. **SEGUNDA:**

La duración de la Compañía, será de cincuenta (50) años, contados, a partir de su
inscripción, en el Registro de Comercio. **TERCERA:** El objeto de la Compañía, será la

compra venta al mayor y detal, producción, distribución, comercialización, expendio,
almacenamiento, Transporte en todo el territorio nacional de insumos y productos

químicos, fertilizantes (granulados, foliares y granulados), dirigidos al sector industrial
agrícola y pecuario; Igualmente podrá realizar otra actividad lícita, relacionada o no con

los objetivos antes señalados. **CUARTA:** El capital de la Compañía, es de
TRESCIENTOS MIL BOLIVARES (Bs. 300.000,00), divididos en **TRESCIENTAS**

(300) ACCIONES nominales, con un valor de **UN MIL BOLIVARES (Bs. 1.000,00)**,
cada una y el mismo, ha sido íntegramente suscrito y pagado en la forma siguiente: El

socio **WILMER ANTONIO ARIAS ALBURJAS**, ha suscrito y pagado **CIENTO
CINCUENTA Y UN ACCIONES (151)** acciones, por un valor de **CIENTO**

CINCUENTA Y UN MIL BOLIVARES (Bs. 151.000,00); y la socia **LUISANA
DALITCE CACERES MARTINEZ**, ha suscrito y pagado **CIENTO CUARENTA Y**

NUEVE ACCIONES (149) acciones, por un valor de **CIENTO CUARENTA Y
NUEVE MIL BOLIVARES (Bs. 149.000,00)**, dicho capital, ha sido pagado, mediante

documento de cesión autenticado por ante la Notaria Pública Primera de Acarigua Estado
Portuguesa, bajo el número **DOS (2)** tomo **VEINTIDOS (22)**, de fecha **SIETE (7)** de

Febrero de 2012, que también forma parte de este documento. **QUINTA:** Cada acción,

dará derecho a un voto en las Asambleas Ordinarias, como Extraordinarias y son
indivisibles. por lo que respecta. a la Compañía, que sólo reconocerá, a un propietario. por
cada acción. **SEXTA:** Las acciones, se emitirán en títulos representativos, de una o más
de ellas. **SÉPTIMA:** En los aumentos de capital, los accionistas, tendrán derecho
preferente, para suscribir dichos aumentos proporcionalmente al número de acciones, que
cada uno posea. Igualmente, antes de realizar, cualquier cesión o traspaso de acciones de
la Compañía a terceros, el presunto cedente debe ofrecerlas previamente a los demás
accionistas, quienes tendrán preferencia para adquirirlas, también en proporción a las que
ya tenga. Los accionistas, deberán ejercer ese derecho preferente, dentro de los treinta (30)
días siguientes, a partir de la fecha, en que se haga, la oferta por escrito; una vez
transcurrido dicho plazo, si el oferente no ha recibido respuesta en la misma forma, se
considerará, rechazada la oferta y el oferente podrá vender, sus acciones a quien desee.
OCTAVA: La Asamblea Ordinaria de Accionista, se reunirá anualmente en la sede
social, dentro de los tres (3) meses siguientes al cierre del ejercicio anual, el día y a la
hora, que se indique en la convocatoria respectiva, la cual, se publicará con cinco (5) días
de anticipación por lo menos; si no concurrieren, para la fecha que fije, la mayoría de los
accionistas, la Asamblea tendrá lugar, el tercer día siguiente con el número de accionista
que concurre y sin necesidad de nueva convocatoria. La Asamblea General Extraordinaria,
se reunirá cuando los intereses de la Compañía lo requieran, previa convocatoria de su
Presidente. Pero podrá prescindirse de la convocatoria, cuando esté presente o
representado la totalidad del capital social. Las decisiones de las Asamblea, obligan a
todos, los accionistas, aún cuando no hayan asistido a ellas, se considera como mayoría el
voto equivalente a la mitad más uno de los accionistas presentes o representados. Los
ausentes, podrán hacerse representar, en las Asamblea por otra persona mediante carta
poder. **NOVENA:** Son facultades de las Asambleas Ordinarias: Reformar la presente
Acta-Constitutiva-Estatutos; La elección del Presidente de la Compañía y del Comisario
de la misma; Discutir, aprobar, modificar o improbar el balance de la Compañía, con vista
del informe de la presidenta y del Comisario; Resolver todos los asuntos que la presidenta,
de la Compañía, le someta para su consideración y resolución, y ejercer todas las demás
atribuciones que le señale, el Código de Comercio. La Asamblea Extraordinaria de
Accionistas, tendrá las más amplias facultades, para resolver los asuntos, para los cuales
fueren convocadas, inclusive para deliberar, sobre aquellos que correspondan a las
Asambleas Ordinarias. **DÉCIMA:** La Compañía, será administrada por un (01)
Presidente, quien podrá ser accionista o no accionista de la compañía, será nombrado por
la Asamblea General de Accionistas por un lapso de cinco (5) años , continuará en su
función hasta tanto la Asamblea General de Accionistas haga una nueva designación.


Gregory J. Rodríguez H.
ABOGADO
INPREABOGADO Nº 152.552



GP-11 Nº 1333410

DÉCIMA PRIMERA: El Presidente, actuando individualmente tendrá lo mas amplios

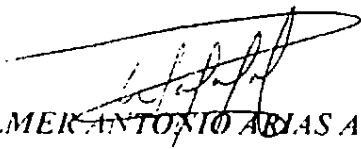
1 poderes de administración y disposición. Son sus atribuciones las siguientes: a) Cumplir y 1
2 hacer cumplir las decisiones y acuerdos de la Asamblea General de Accionistas; b) 2
3 Nombrar Gerentes o Ejecutivos, otorgándoles las facultades que considere necesarias; c) 3
4 Nombrar Abogados o Apoderados de la Compañía para que representen judicial o 4
5 extrajudicialmente, los intereses de la misma. dándoles las facultades que estime 5
6 convenientes; d) Decidir sobre las compras, ventas, permuta, cesión y gravámenes de 6
7 bienes muebles o inmuebles; e) Autorizar, la celebración de todos los contratos, que 7
8 fueren necesarios, para el cumplimiento del objeto de la Compañía; f) Convocar las 8
9 Asambleas de Accionistas, tanto Ordinarias como Extraordinarias; g) Elaborar, el Informe 9
10 General y el Balance que deberá presentarse anualmente, a las Asambleas Ordinarias. 10
11 empleo de fondos de reservas; i) Fijar los sueldos de los empleados de la Compañía; y j) 11
12 Decretar y autorizar el pago de los dividendos sobre utilidades líquidas y su forma de 12

13 repartirlos. **DÉCIMA SEGUNDA:** EL Presidente tienen todas las facultades, para firmar 13
14 todos los documentos de apertura, movilización y cierre de cuenta bancarias; Emitir y 14
15 cobrar cheques, librar, endosar, aceptar, avalar y descontar letras de cambio y Pagarés; 15
16 Ejercer la representación de la Compañía judicial o extrajudicialmente, en todos sus actos, 16
17 convenios y negociaciones, otorgando a nombre de ella los documentos correspondientes; 17
18 Nombrar y remover el personal de la Compañía y determinar sus atribuciones; En las 18
19 actuaciones judiciales, podrá darse por citado en nombre de la Compañía; Intentar y 19
20 contestar demandas, desistir, transigir, comprometer en árbitros, hacer posturas en remate 20
21 y hacer uso de todos los recursos ordinarios o extraordinarios. La anterior enumeración de 21
22 atribuciones de la Junta Directiva, no es restrictiva y por lo tanto, no limita sus poderes. 22

23 que son plenos, mientras la Asamblea no esté reunida. **DÉCIMA TERCERA:** el 23
24 administrador, de la Compañía al entrar, en el ejercicio de sus funciones, deberá depositar, 24
25 en la Caja Social, tres (3) acciones, a los efectos, previstos por el Artículo 244 del Código 25
26 de Comercio. **DÉCIMA CUARTA:** Al fin de cada año económico, se formará, el 26

27 Balance General para determinar, el estado de la Compañía, del modo indicado, en el 27
28 Artículo 304 del Código de Comercio, y se pasará, con los respectivos documentos 28
29 justificativos del Comisario, con un mes de anticipación, por lo menos, al día fijado, para 29
la reunión de la Asamblea General, que haya de discutirlo. Los beneficios o utilidades

gastos generales, amortizaciones, cargas y gravámenes sociales. Anualmente, se separará
de dichas utilidades líquidas, una cuota del cinco por ciento (5%) por lo menos, para
formar el fondo de reserva, previsto, en el Artículo 262 del Código de Comercio, hasta
que ese fondo alcance, a una cantidad equivalente, al diez por ciento (10%) del capital
social. Igualmente, se separarán los demás apartados para reserva o garantía, que se
estimen convenientes. El remanente, o sea, los beneficios o utilidades líquidas, quedarán
para ser distribuidos, entre los accionistas, por concepto de dividendos o bien para ser
invertidos en beneficio de la Compañía. **DÉCIMA QUINTA:** El primer ejercicio de la
Compañía, comenzará en la fecha, en que se hayan cumplido, con los requisitos de su
registro y publicación y terminarán el 31 de Diciembre de 2012. Los sucesivos ejercicios
comenzarán el 1 de Enero y terminará el 31 de Diciembre de cada año. **DÉCIMA
SEXTA:** La Compañía tendrá un Comisario, quien será nombrado por un lapso de dos
(02) años y tendrá las atribuciones, que le señala el Código de Comercio. **DÉCIMA
SÉPTIMA:** En caso de liquidación de la Compañía, la Asamblea General que la acuerde
nombrará, uno o más liquidadores y les señalará sus funciones. **DÉCIMA OCTAVA:**
En todo lo no previsto, en esta Acta-Constitutiva-Estatutos, regirán las disposiciones
pertinentes del Código de Comercio. **DÉCIMA NOVENA:** se designa al socio,
WILMER ANTONIO ARIAS ALBURJAS, para desempeñar el cargo de Presidente de la
Compañía y como Comisario a la ciudadana **LUCINDA RUIZ MEJIAS**, venezolana,
mayor de edad, soltera, Contador Público en Ejercicio, titular de la cédula de identidad
numero.3.221.179, e inscrito en el Colegio de Contadores Técnico, bajo el número.6431, y
de este domicilio. **VIGÉSIMA:** Se autoriza, amplia y suficientemente al Abogado
GREGORY JAVIER RODRIGUEZ HERNANDEZ, ya identificado, para presentar una
copia de la presente acta y cumplir con todas las formalidades Mercantil legales
necesarias, para su inserción en el Registro Mercantil correspondiente, y para su
publicación, quedando facultado, para firmar todos los protocolos, documentos y para
todo cuanto fuera necesario a tal fin, sin limitación alguna. En Acarigua, en fecha de hoy,
de su presentación.


WILMER ANTONIO ARIAS ALBURJAS


LUISANA DALITCE CACERES MARTINEZ