

**835-972**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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((H23000158856 3)))



H230001588563ABCS

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To:

Division of Corporations  
Fax Number : (250)617-6380

From:

Account Name : AVILA RODRIGUEZ HERNANDEZ MENA & GARRO LLP  
Account Number : I20070000136  
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Fax Number : (786)664-3375

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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
LATIN AMERICAN AGRIBUSINESS DEVELOPMENT  
CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

2023 MAY -1 PM 3:49

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5/1/2023 7:03:55 AM PAGE 1/001 Fax Server



April 28, 2023

## FLORIDA DEPARTMENT OF STATE

Division of Corporations

LATIN AMERICAN AGRIBUSINESS DEVELOPMENT CORPORATION

520 BRICKELL KEY DRIVE

SUITE O-301

MIAMI, FL 33131US

SUBJECT: LATIN AMERICAN AGRIBUSINESS DEVELOPMENT CORPORATION

REF: 835972

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

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6050.

Tammi Cline

FAX Aud. #: H2300G158856

Regulatory Specialist II Supervisor

Letter Number: 123A00009610

FAX AUDIT NO. H23000158856 3

PROFIT CORPORATION  
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA  
(Pursuant to s. 607.150-4, F.S.)

SECTION I  
(1-3 MUST BE COMPLETED)

835972

(Document number of corporation (if known))

1. LATIN AMERICAN AGRIBUSINESS DEVELOPMENT CORPORATION

(Name of corporation as it appears on the records of the Department of State)

2. PANAMA

(Incorporated under laws of)

3. March 15, 1976

(Date authorized to do business in Florida)

SECTION II  
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? MARCH 1, 2023

5. LATIN AMERICAN AGRIBUSINESS DEVELOPMENT CORP.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

DELAWARE

(New jurisdiction)

8. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent Redolfo Garcia220 Alhambra Circle, Suite 1100

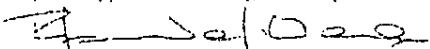
(Florida street address)

New Registered Office Address: Coral Gables

(City)

Florida 33134

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position*

Signature of New Registered Agent, if changing

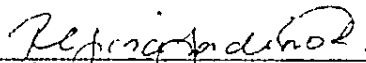
FAX AUDIT NO. H23000158856 3

FAX AUDIT NO. H23000158856 3

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Regina Sandino

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILING FEE \$35.00

FAX AUDIT NO. H23000158856 3

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DOMESTICATION OF 'LATIN AMERICAN AGRIBUSINESS DEVELOPMENT CORP.', FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF FEBRUARY, A.D. 2023, AT 5:42 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF DOMESTICATION IS THE FIRST DAY OF MARCH, A.D. 2023.



7510798 8100  
SR# 20230812866

You may verify this certificate online at: [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202813369  
Date: 03-01-23

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:42 PM 02/16/2023  
FILED 05:42 PM 02/16/2023  
SR 20230557646 - File Number 7310738

STATE OF DELAWARE  
CERTIFICATE OF DOMESTICATION  
FROM A NON-DELAWARE CORPORATION  
TO A DELAWARE CORPORATION  
PURSUANT TO SECTION 388 OF THE  
DELAWARE GENERAL CORPORATION LAW

Latin American Agribusiness Development Corporation S.A., presently a company organized and existing under the laws of the Republic of Panama (the "Company"), DOES HEREBY CERTIFY:

1. The Company was first incorporated on October 22, 1969 under the laws of the Republic of Panama.
2. The name of the Company immediately prior to the filing of this Certificate of Corporate Domestication with the Secretary of State of the State of Delaware was Latin American Agribusiness Development Corporation S.A.
3. The name of the Company as set forth in the Certificate of Incorporation being filed with the Secretary of State of the State of Delaware in accordance with Section 388(b) of the General Corporation Law of the State of Delaware with a future effective date of March 1, 2023, is "Latin American Agribusiness Development Corp."
4. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Company immediately prior to the filing of this Certificate of Corporate Domestication was the Republic of Panama.
5. The domestication has been approved in the manner provided for by the document, instrument, agreement or other writing, as the case may be, governing the internal affairs of the Company and the conduct of its business or by applicable non-Delaware law, as appropriate.
6. The future effective date of the filing of this Certificate of Domestication shall be March 1, 2023.

*[Signature on next page]*

IN WITNESS WHEREOF, the Company has caused this Certificate of Corporate Domestication to be executed by its duly authorized officer on this 14 day of February 2023.

LATIN AMERICAN AGRIBUSINESS  
DEVELOPMENT CORPORATION S.A.,  
a company organized and existing under the laws of  
the Republic of Panama

By: 

Name: Gustavo Martinez

Title: President

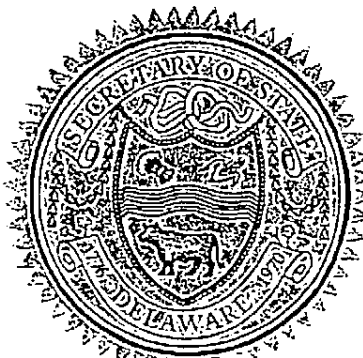
# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF 'LATIN AMERICAN AGRIBUSINESS DEVELOPMENT CORP.', FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF FEBRUARY, A.D. 2023, AT 5:42 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIRST DAY OF MARCH, A.D. 2023.



A handwritten signature in black ink, appearing to read 'JBULLOCK', is written over a horizontal line. Below the line, the text 'Jeffrey W. Bullock, Secretary of State' is printed in a small font.

7310798 \$100  
SR# 20230612866

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202813371  
Date: 03-01-23



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:42 PM 02/16/2023  
FILED 05:42 PM 02/16/2023  
SS 20230557546 - File Number 7310795

**CERTIFICATE OF INCORPORATION**  
**OF**

**LATIN AMERICAN AGRIBUSINESS DEVELOPMENT CORP.**

THE UNDERSIGNED, in order to form a Corporation for the purpose hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: Name of the Corporation. The name of the Corporation is: **LATIN AMERICAN AGRIBUSINESS DEVELOPMENT CORP.**

SECOND: Domicile. The address of the Corporation's registered office in the State of Delaware is National Registered Agents, Inc., 1209 Orange Street, Wilmington, DE 19801, New Castle County, and the Corporation's registered agent at that address is National Registered Agents, Inc.

THIRD: Purpose. The purpose of the Corporation is to engage in any and all lawful acts or activities for which Corporations may be organized under the General Corporation Law of the State of Delaware. The Corporation's main purpose is to provide medium and long -term financing to small and medium-sized private companies, as well as individuals engaged in the business of agriculture (hereinafter referred to as the "Client" or "Clients") in countries located in Latin America and the Caribbean (the "Purpose"), as the Board of Directors shall determine from time- to-time. — The Corporation shall have all powers necessary or convenient to carry out the Purpose, including (but without limitation) the following powers: (1) To make and dispose of all forms of equity and debt investments in the Clients, including the power to subscribe for, purchase or otherwise acquire, obtain an interest in, own, hold, assign, deposit, exchange, sell and otherwise dispose of, alone or in connection with others, shares, stocks, voting trust certificates, deposit receipts, warrants, options, bonds, debentures, obligations, mortgages, notes, bills, interest coupons and other securities of whatever kind of the Clients, partnership or other participations with the Clients, and to carry out investments, as the Directors may authorize from time-to-time.

— (2) To exercise while the owner or holder of any such securities or interest, the rights,

power and interests of an owner or holder with respect thereto including the right to vote such securities or interests, and otherwise act with respect thereto. — (3) To underwrite, place, distribute and deal in the securities of the Clients. — (4) To render research, advisory, managerial, supervisory, financial and other technical assistance to the Clients. — (5) To lend money to the Clients, with or without securities, and to receive guarantees from the Clients regarding their obligations with the Corporation. — (6) To borrow money, and to draw, make, accept, endorse, execute, issue and discount notes, drafts, bills, bonds, debentures and other negotiable and non-negotiable instruments of indebtedness, and to secure the payment thereof, as well as to secure any obligation(s) of the Corporation, its subsidiaries, or related companies, by guarantees, mortgages, pledges or other liens, without having to obtain the consent or approval from the shareholders for such purposes. — (7) To open and maintain bank accounts. — (8) To conduct and carry -on service and agency (general or special) business. — (9) To acquire, own, lease, mortgage and real and personal property for purpose of its own operations. — (10) To have one or more offices and to carry on and conduct any or all of its operations and business and to do all such things as are conducive or incidental to the attainment of the Purpose of the Corporation in Latin America or elsewhere; and to keep the books and accounts of the Corporation, including the Stock Register, at such place or places, as shall be determined by the President (CEO of the Corporation). — (11) To provide for the management of the affairs of the Corporation abroad in such manner and by such means as the Board of Directors may deem suitable and appropriate, including the delegation attorneys-in-fact of the Corporation, who may be any person or persons, of such power, authority and discretion as the Board of Directors may deem fit. - (12) To do any and all of the above acts and things and to have and exercise any and all of the above powers in any part of the world, especially Latin America and the Caribbean, and to do all such other things as are conducive or incidental to the attainment of the Purpose of the Corporation.

FOURTH: Capital. The total amount of the authorized capital of the Corporation shall be US\$15,000,000.00, consisting of 1,000 shares of five percent (5%) Cumulative Participating Preferred Stock, par value US\$5,000.00 per share (hereinafter the "Preferred Stock") and 2,000 shares of common stock, par value US\$5,000.00 per share (hereinafter the "Common Stock"). The shares may only be issued in registered form according to the Bylaws.

FIFTH: Stock. The Corporation shall have two classifications of stock, Preferred Stock and Common Stock (holders of Common Stock are hereinafter referred to as "Stockholders" or "Shareholders"). The Corporation may issue and may sell its authorized shares of Preferred Stock or Common Stock for such consideration as from time to time may be fixed by the Board of Directors, but in no event, less than the par value of such shares. All shares of stock of the Corporation issued as herein provided shall be fully paid and non-assessable, and the private property of the holders of such stock shall not be subject to the payment of the debts of the Corporation to any extent whatsoever. The designations, preferences, privileges and voting powers or restrictions or qualifications granted and imposed on each class of stock, and the qualifications, limitations or restrictions thereof are as follows: (1) Voting rights. Except as otherwise provided by law or in paragraph (3) below, the entire voting power and all rights to consent shall be vested exclusively in the Common Stock, and each holder thereof shall be entitled to one vote for each share of stock held.— (2) Annual Dividends. The holders of the Preferred Stock, if any, shall be entitled to receive, when and as declared by the Board of Directors out of any funds to the Corporation legally available therefore, cumulative cash dividends at the rate of five percent (5%) of the par value, per annum, payable on the last business day of each year, before any dividend shall be declared, set apart or paid upon the Common Stock. - Such dividends on shares of Preferred Stock shall be cumulative from the next payment date preceding the date of issuance. After such cumulative dividends have been paid (or declared and funds therefor set apart) for the current fiscal year, any further or additional dividends declared, set apart or paid in such fiscal year shall be declared, set apart or paid upon both the Preferred Stock and the Common Stock without regards to class and share and share alike. — (3) Amendments to Certificate of Incorporation. The consent of the holders of seventy five percent (75%) of shares of Common Stock at the time outstanding, present or represented, either in writing or at a special meeting called for that purpose, at which meeting the Stockholders shall vote separately as a class, shall be necessary to affect or validate any amendment to the Certificate of Incorporation or Bylaws of the Corporation, which would alter or change the preferences given to the Preferred or Common Stock or would increase or decrease the authorized amount of the par value thereof. — (4) Redemption and Conversion of Shares. The Corporation, at the option of the Board of Directors, may redeem the Preferred Stock in whole at any time or in part from time to time by paying or providing for the payment

in cash of the par value thereof, together with any dividends accrued and unpaid as of the date specified for redemption. - Not less than ninety (90) days' previous written notice of every such redemption shall be delivered to the holders of record of the shares to be redeemed, at the address each such holder has from time to time designated by written notice to the Company. In case of the redemption of a part only of the Preferred Stock at the time outstanding, the shares to be redeemed shall be selected pro rata. Subject to the provisions and limitations herein contained, the Board of Directors shall have full power and authority to prescribe the manner, terms and conditions upon which the Preferred Stock shall be redeemed from time to time. - Each share of Preferred Stock to be redeemed may, at the option of the holder thereof, be converted into one (1) fully paid and non-assessable share of Common Stock of the Corporation. In order to exercise the conversion right in respect of any shares of Preferred Stock the holder thereof shall, prior to the date specified for the redemption of the Preferred Stock, surrender such shares to the Corporation for conversion, accompanied by a written notice, sent by any written means, duly acknowledged by the Corporation, stating that the holder elects to convert such shares of Preferred Stock into shares of Common Stock. -- If the aforesaid notice or redemption shall have been duly given, and if on or before the redemption date designated in such notice the funds necessary for such redemption shall have been set aside so as to be and continue to be available therefor, then, notwithstanding that any certificates for the shares so called for redemption shall not have been surrendered for cancellation or conversion, the shares represented thereby shall no longer be deemed outstanding, the right to receive dividends thereon shall cease to accrue or exist from and after the date of redemption so designated, and rights with respect to such shares so called for redemption shall forthwith after such redemption date be suspended and annulled, except only the right of the holders thereof to receive the redemption price therefor, but without interest, and all accrued and unpaid dividend thereon. — Shares of Preferred Stock redeemed by the Corporation or converted into Common Stock shall be cancelled and the amount of issued stock of the Corporation shall be reduced accordingly, but such shares may be reissued if the authorized capital stock shall not have been reduced by such retirement. — (5) Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any distribution of its capital, the holders of the Preferred Stock shall be entitled to receive the par value thereof and all accrued and unpaid dividends

thereon and no more, before any distribution or payment shall be made to the holders of Common Stock. After such payment to the holders of Preferred Stock, the holders of Common Stock shall be entitled to receive the par value thereof and all accrued and unpaid dividends thereon, and the remaining assets of the Corporation shall be distributed among the holders of the Preferred Stock and the Common Stock, share and share alike. — (6) Restriction to Preferred Shares. Except as provided herein, no holder of any shares or Preferred Stock shall be entitled as such, as of right, to purchase or subscribe for any stock of any class whether now or hereafter authorized and whether issued for cash, property or services, as a dividend or otherwise, or any bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation or carrying or evidencing any right to purchase stock or any class, but any such stock and any such securities may be issued and disposed of pursuant to resolutions of the Board of Directors to such persons or organizations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion. —

(7) Preemptive Right. The holders of Common Stock shall, during such reasonable time and under such reasonable conditions (including restrictions on transfer of rights) as the Board of Directors may determine, have a preemptive right to subscribe for and purchase shares of any new issue of previously authorized but unissued Preferred Stock or Common Stock in the proportions which their holdings of Common Stock bear to the aggregate number of shares of Preferred Stock or Common Stock issued and outstanding at the time of the first offering of such issue. Such preemptive rights may be waived by instrument in writing duly acknowledged and deposited with the Secretary. — (8) Right of First Offer. Whenever and as often as any holder of shares of Preferred Stock or Common Stock of the Corporation shall desire to sell, assign, transfer or otherwise dispose of any such shares such holder shall give prompt notice in writing sent by any electronic means, duly acknowledged, to the Chairman of the Board of Directors of the Corporation to such effect, stating the number of shares which such holder desires to sell, assign, transfer or otherwise dispose of, the price per share at which it desires to dispose of such shares, and the name of the person or entity to whom it is desired to make such sale, assignment, transfer or other disposition, and that such person or entity has made a firm written offer, sent by any electronic means, duly acknowledged, to purchase the shares at the specified price. Upon receipt of such notice, the Corporation, when authorized by the Board of Directors or by the Executive Committee, shall have the right, exercisable for a period of thirty

(30) days from the receipt of such notice, to approve such sale, assignment, transfer, or other disposition, or to purchase the shares which such holder desires to sell, assign, transfer or otherwise dispose of. In the event the Corporation does not exercise the right to approve such sale, assignment, or transfer of disposal within such thirty (30) day period, it shall so notify the holders of shares of the class of stock in question (other than the holder giving such notice) forthwith by any electronic means, duly acknowledged, and such holders of stock, pro rata in accordance with their share-holdings of that class, shall have the right, exercisable by any electronic means duly acknowledged by the Corporation, within fifteen (15) days from the date of the Corporation's written communication to purchase such shares. In the event that one or more holders of stock do not so notify; the Corporation within such fifteen (15) day period, the Corporation shall notify forthwith by any written notice those holders of stock who have so notified the Corporation, and such holders of stock, pro rata in accordance with their shareholdings, shall have the right, exercisable by written notice returned to the Corporation within an additional period of fifteen (15) days, to purchase the shares in respect of which such rights were not exercised. - Unless the Board of Directors of the Corporation approves the transaction, no holder of shares of Preferred Stock or Common Stock of the Corporation shall have the right to sell, assign, transfer or otherwise dispose of any such shares without first giving written notice as provided herein and until the expiration of the right of the Corporation and other stockholders to purchase any such shares, and then only in accordance with the terms hereof, and to the person stated in such notice. — (9) The consideration to be paid for such shares of Preferred Stock or Common Stock by the Corporation or by the purchasing holders of stock shall be the price set forth in the notice. — (10) The provisions of this Article shall not apply to the sale, assignment or transfer of shares of Preferred Stock or Common Stock by a holder of stock to a parent (i.e. a Corporation holding directly or indirectly a majority of the holder of stock's shares of capital stock entitled to vote) or subsidiary (i.e. a Corporation in which the holder of stock holds directly or indirectly a majority of the shares of Capital Stock entitled to vote) of the holder of stock or to an affiliate (another subsidiary of the holder of stock's parent). --- (11) For purposes of this sub-section, a shareholder, its parents, subsidiaries and affiliates, shall be considered as a single stockholder.

SIXTH: Tenn. The term of the Corporation is to be perpetual.

SEVENTH: Place of Meetings. Meetings of the Stockholders, Board of Directors and Executive Committee may be held at any place or places, either within or outside of the United States, in the manner specified in the Bylaws.

EIGHTH: Meetings of the Stockholders. The annual and special meetings of the Stockholders of the Corporation may be held within or outside the United States and shall be defined by the Board of Directors or Chairman of the Board.

NINTH: Board of Directors. The number of the Directors of the Corporation shall not be less than three (3) and shall not be more than sixteen (16). — Stockholders or groups of stockholders shall have the right to nominate and vote for a particular director in the manner and to the extent provided for in the Bylaws.

TENTH: Executive Committee. The Board of Directors may appoint an Executive Committee, which committee, to the extent and subject to the provisions set forth in the Bylaws of the Corporation and a resolution approved by seventy-five percent (75%) of the Board of Directors appointing such Committee, shall have and may exercise certain powers of the Board of Directors in the management and affairs of the Corporation. The members of the Executive Committee must all be Directors of the Corporation.

ELEVENTH: Meetings of the Board of Directors and Executive Committee. The meetings of the Board of Directors and Executive Committee of the Corporation may be held within or outside the United States and shall be defined by the Board of Directors or Chairman of the Board.

TWELFTH: Conflict of Interest. In the absence of fraud, no contract or other transaction of the Corporation shall be affected or invalidated by the fact that any of the Directors or members of the Executive Committee of the Corporation are in any way interested in or connected with any other party to such contract or transaction or are themselves parties to such contract or transaction, provided that the interest in any such contract or transaction of any such Director or Executive Committee member shall at the time be fully disclosed or otherwise known to the Board of Directors or Executive Committee; and each and every person who may become a Director or Executive Committee member is hereby relieved from any liability that might

otherwise exist from contracting with the Corporation for the benefit of himself or herself, or any person in which he or she may be in any way interested or connected. Any Director or Executive Committee member may vote and act upon any contract or other transaction between the Corporation and any other person without regard to the fact that he or she is also a stockholder, director or officer of, or has any interest in such other person. Notwithstanding the foregoing, any Director or Executive Committee member shall abstain their vote if deemed that their participation in the matter of discussion results in a conflict of interest with the Corporation.

THIRTEENTH: Indemnification. Each person (and his or her executor, administrator, or other legal representative) who is, or shall have been, a director, officer, or committee member of the Corporation (or of another corporation at the request of the Corporation) shall be indemnified by the Corporation against all liabilities and expenses (including judgments, fines, penalties, amounts paid in settlement, and counsel fees) exclusive of any amount paid to the Corporation (or such other corporation) in settlement, reasonably incurred in connection with any action, suit or proceeding to which any such director, officer, committee member or employee (or his or her executor, administrator or other legal representative) may hereinafter be a party or in which he or she may be otherwise involved by reason of his or her being or having been such director, officer, committee member or employee; provided, (1) it shall not be finally adjudged in said action, suit or proceeding that he or she is liable for negligence or misconduct in the performance of his or her duty to the Corporation as such director, officer, committee member or employee in relation to the matter or matters in respect of which indemnification is claimed or (2) said action, suit or proceeding shall be settled or otherwise terminated as against such director, officer, committee member or employee (or his or her executor, administrator or other legal representative) without a final determination on the merits, and the Corporation shall have received an opinion of independent counsel to the effect that such director, officer, committee member or employee was not liable for misconduct or negligence in the performance of his or her duty to the Corporation (or such other Corporation) as such director, officer, committee member or employee in connection with the matter or matters out of which such settlement arose. For purposes of the preceding sentence (a) action, suit or proceeding shall include every action, suit or proceeding, civil, criminal or other; (b) the right of indemnification conferred thereby shall extend to any threatened action, suit or proceeding and



the failure to institute it shall be deemed its final determination; (c) the termination of an action, suit or proceeding by a plea of nolo contendere or other like plea shall not constitute a final determination on the merits; (d) misconduct or negligence to persons other than the Corporation (or such other corporation) shall not constitute negligence or misconduct in the performance of his or her duty to the Corporation (and a judgment of conviction in any criminal action shall not constitute a determination that the person so convicted is guilty of such misconduct or negligence) if the Corporation shall have received an opinion of independent counsel to the effect that such director, officer, committee member or employee acted in good faith, for a purpose which he or she reasonably believed would be in the best interest of the Corporation (or such other Corporation) and (in the case of criminal actions) that he or she had no responsible ground to believe that his or her conduct was unlawful; and (e) the Corporation may make advances for costs expenses and fees incurred in respect of the matter or matters as to which indemnification is claimed, provided that any advance shall be made on the condition that the director, officer, committee member or employee receiving such advance will repay to the Corporation any amounts so advanced if the Corporation does not receive substantially concurrently with the termination of the matter or matters as to which such advances were made an opinion of independent counsel to the effect that such director, officer, committee member or employee is entitled to indemnification under this Article. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, committee member or employee may be entitled as a matter of law or which may be lawfully granted to him or her; and the provisions of this Article are severable, and if any provision hereof shall for any reason be determined invalid or ineffective, the remaining provisions shall not be affected thereby.

FOURTEENTH: President of the Corporation. The legal representation of the Corporation shall be exercised by the President of the Corporation. Unless the Board of Directors or Executive Committee otherwise determine, the President shall have all power in respect of the management of the day-to-day business of the Corporation, which are not expressly vested in the Board of Directors or the Executive Committee, including the power to appoint, and to remove, all employees and agents of the Corporation except those required to be elected or appointed by the Board of Directors. The President shall have individual powers to represent the Corporation in the management of its business, including, but not limited to, make

investments, execute credit agreements, accept guarantees, collect the receivables of the Corporation, make payment to the employees and agents of the Corporation and its subsidiaries or related companies and manage the relationship with providers and clients of the Corporation. Such powers may be exercised by the President without the express approval from the Board of Directors or Executive Committee, as long as such exercise be made within such limitations and with such approvals of members of the Board of Directors or Executive Committee as the Board of Directors or Executive Committee may fix by resolution. The legal representative may confer and grant for and on behalf of the Corporation any powers of attorney that he or she deems necessary to carry out the Corporation's business.

FIFTEENTH: Subject to the limitations set forth in this Certificate of Incorporation, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law or this Certificate of Incorporation, and, subject to the limitations set forth herein, all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article.

SIXTEENTH: Incorporator. The incorporator of the Corporation is Interamerican Corporate Services LLC, whose address is 2525 Ponce de Leon Blvd., PH 12<sup>th</sup> Floor, Coral Gables, FL 33134. The powers of the incorporator are to terminate upon the nomination by the incorporator of the Initial Board of Directors, which shall be vested with all authority and powers authorized under the General Corporate Law of Delaware.


SEVENTEENTH: Continuation. The Corporation may continue or become re-incorporated or domesticated in another jurisdiction in accordance with Delaware law.

EIGHTEENTH: Effective Date: The future effective date of this Certificate of Incorporation shall be March 1, 2023.

[Signatures on the Following Page]

IN WITNESS WHEREOF, I have hereunto subscribed my name this 14<sup>th</sup> day of February, 2023.

INTERAMERICAN CORPORATE  
SERVICES LLC, as Incorporator



By: \_\_\_\_\_  
Alcides I. Avila, Manager