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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Lepuy, C.V.

Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida. Please return all correspondence concerning this matter to:

Alain Desvignes and/or David Negrete

Contact Person

Firm/Company

Ruben Dario No. 13 - Piso 7

Address

Col. Bosque de Chapultepec

Deleg. Miguel Hidalgo, Mexico, D.F., C.P. 11580, Mexico

City, State and Zip Code

claaacv@prodigy.net.mx

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

For further information concerning this matter, please call:

Alain Desvignes and/or

David Negrete

Name of Contact Person

at (52) (55) 5545-0745

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$1,000.00 Filing Fees ☐ \$1,008.75 Filing Fees ☐ \$1,052.50 Filing Fees ☐ \$1,061.25 Filing Fee,
((\$965 Filing Fee and and Certificate of and Certified Copy Certified Copy, and
\$35 Registered Agent Status Certificate of Status
Fee)

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

1. Lepuy, L.P.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P., or LLLP

2. Netherlands

3. December 2, 2008

Date of Formation

4. Robert B. Larkey, C.P.A.

Name of Registered Agent for Service of Process

5. 9200 S. Dadeland Boulevard, Suite 310

Florida street address for Registered Agent

Miami, FL 33156

6. 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.

Arund B. Brunning
Signature of Registered Agent

Signature of Registered Agent

7. Ruben Dario No. 13 - Piso 7, Col. Bosque de Chapultepec

Principal office address

Deleg. Miguel Hidalgo, Mexico, D.F., C.P. 11580, Mexico

8. If limited partnership is a limited liability limited partnership, check box ☐

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9. 9200 S. Dadeland Boulevard, Suite 310
(Mailing address)
Miami, FL 33156

10. Name, principal office address, and mailing address of each general partner:

<u>Stichting Depaldi</u>	<u>c/o Amicorp Switzerland</u>
<u>Name</u>	<u>AG Baarerstrasse 75</u>
	<u>Street Address</u>
	<u>CH 6300 Zug, Switzerland</u>
	<u>Same as above</u>
	<u>Mailing Address</u>
<u>Name</u>	<u>Street Address</u>
	<u>Mailing Address</u>
<u>Name</u>	<u>Street Address</u>
	<u>Mailing Address</u>
<u>Name</u>	<u>Street Address</u>
	<u>Mailing Address</u>

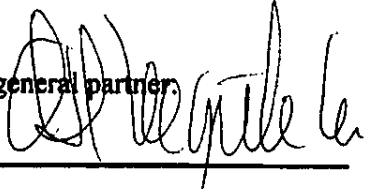
_____	_____
Name	Street Address
_____	_____
_____	_____
_____	Mailing Address
_____	_____
_____	_____
Name	Street Address
_____	_____
_____	_____
_____	Mailing Address
_____	_____

11. Effective date, if other than the date of filing: _____.

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

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

Signed this 4 day of FEBRUARY, 20 10.

Signature of a general partner: 

Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$ 52.50
Certificate of Status (optional):	\$ 8.75

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 TALLAHASSEE, FLORIDA

TRUE COPY

Of the notarial deed of incorporation of the partnership:

Lepuy C.V.
with its statutory seat in Amsterdam

Date of execution: December, 2nd 2008



has as mailing address: c/o Amicorp Switzerland, Baarerstrasse 75, CH-6300 Zug, Switzerland;

4. The principal place of business of the partnership shall always be located outside The Netherlands.

Objects

Article 2

The objects of the partnership are:

1. to acquire, possess, manage, sell, exchange, transfer, alienate, issue and trade in shares and other certificates of participation, bonds, funds, promissory notes, debentures, bills of exchange and other evidences of indebtedness and other securities;
2. to contract, and to grant money loans and to give security for the fulfilment of the obligations of the partnership or of third parties;
3. to acquire:
 - a. revenues, derived from the alienation or assignment of the rights to use copyrights, patents, designs, secret processes or formulas, trademarks and the like;
 - b. royalties, including rentals, in respect of films or for the use of industrial, commercial or scientific equipment, as well as relating to the exploitation of a mine or a quarry or any other natural resource and other real property;
 - c. remunerations for the rendering of technical assistance, managerial support and other services;
4. to invest its assets either directly or indirectly in real property and rights, situated or established outside The Netherlands which includes to acquire, own, manage, hire, let, rent, lease, parcel out, drain, develop, build upon, alienate, encumber and exploit of this real property;
5. the trade in, including the import and export and the future businesses, and to finish and process raw materials, minerals, metals, half and final manufactures and final products of any sort and under every name possible;
6. the representation and the management of the interests of third parties;
7. to perform, as principal, agent, commission agent, manager and/or administrator, everything that is related to the foregoing or may be useful or necessary thereto, which includes to participate, to acquire and to co-operate in any other enterprises or legal entities with similar or related objects.

Ownership Interest, Participations, Capital Contribution, Capital Accounts and Current Account

Article 3

1. The managing partner shall have an interest in the partnership of 0.0001% whereas the limited partner has an interest of 99.9999%. The interests of each partner in the partnership are hereinafter referred to as: "Ownership Interest". The managing partner shall keep a register of the Ownership Interest of the partners;

1. The power to represent the partnership ("vertegenwoordigingsbevoegdheid") is exclusively attributed to the managing partner. The managing partner shall also have the exclusive power to manage the daily affairs of the partnership ("beheersbevoegdheid") and the power to take major business decisions for the partnership including the exclusive power to dispose property of the partnership ("beschikkingsbevoegdheid"). The limited partner shall not have the powers ("vertegenwoordigingsbevoegdheid", "beheersbevoegdheid", and "beschikkingsbevoegdheid") described in the previous sentence;
2. Notwithstanding section 1 of this article 5 the partners may, by the virtue of a resolution to this end, submit clearly described legal actions that require the prior unanimous approval of the partners.

Partners Meetings

Article 6

1. An ordinary partners meeting shall be held annually within six months after the close of the financial year of the partnership. During this ordinary partners meeting the annual accounts and profit- and loss statement of the partnership will be discussed, determined and approved by the partners meeting. Approval of the annual accounts shall discharge the managing partner for the performance of its duties. Each partner has the right to call an extra-ordinary partners meeting. At least fourteen days prior to the partners meeting the partners shall be notified by the managing partner in writing with respect to the time, date and place of the partners meeting as well as the agenda;
2. At a partners meeting each partner will have voting power in accordance with its Ownership Interest;
3. Any action required or permitted to be taken at any partners meeting may be taken outside such a partners meeting, provided however a written consent is signed to this effect by each of the partners;
4. The partners meeting will be held at the principal place of business of the partnership, but always outside The Netherlands.

Financial Year, Annual Accounts, Profit and Loss

Article 7

1. The financial year of the partnership is equal to the calendar year. The first financial year runs from this day until December thirty-first, two thousand eight;
2. The corporate and financial records as well as the bookkeeping of the partnership is kept by and accounted by the managing partner in accordance with generally accepted accounting principles recognised in The Netherlands consistently applied;
3. Within three months after the end of the financial year of the partnership, the managing partner shall prepare the unaudited annual accounts of the partnership consisting of a balance sheet as of December thirty-first of said year as well as a profit- and loss statement;

1. The partnership shall be interpreted, construed and governed in accordance with the laws of The Netherlands;
2. Any dispute that may arise between the partners of the partnership shall be exclusively submitted to the District Court of The Hague, The Netherlands;
3. There shall be no modification, amendment, change or alteration of the partnership unless same shall be reflected in a written instrument executed by all partners;
4. The partnership shall be binding upon and inure to the benefit of all partners and their respective heirs, beneficiaries, legal representatives, successors, and assignees;
5. All notices or other communications shall be made in writing by personal delivery, by registered or certified airmail, postage prepaid or by facsimile addressed to the recipient at its address as set forth in the appearance of this deed which address may be changed from time to time by notice delivered in accordance with this article.

The appearer, is known to me, civil law notary.

IN WITNESS WHEREOF

This deed was executed in original in The Hague on the date mentioned in the heading of this instrument.

After a statement and explanation of the material facts of the contents of this deed the appearer declared in time before the execution of this deed to have taken cognisance of the same, to agree therewith and to dispense with the instrument being read out to her in its entirety.

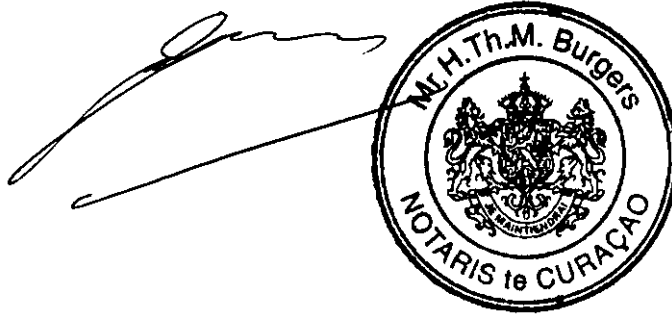
Subsequently this instrument after a condensed reading out, was signed by the appearer and me, civil law notary.

Whereafter signing follows.



ISSUED FOR TRUE COPY
on December, 2nd 2008

Issued for true copy of a copy of the deed of incorporation of the partnership of **Lepuy C.V.**, established in Amsterdam, The Netherlands, issued on December 2nd 2008, by me, Henri Theodoor Marie Burgers, a civil-law notary, officiating in Curaçao, Netherlands Antilles, on this 26th day of January, 2010.



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

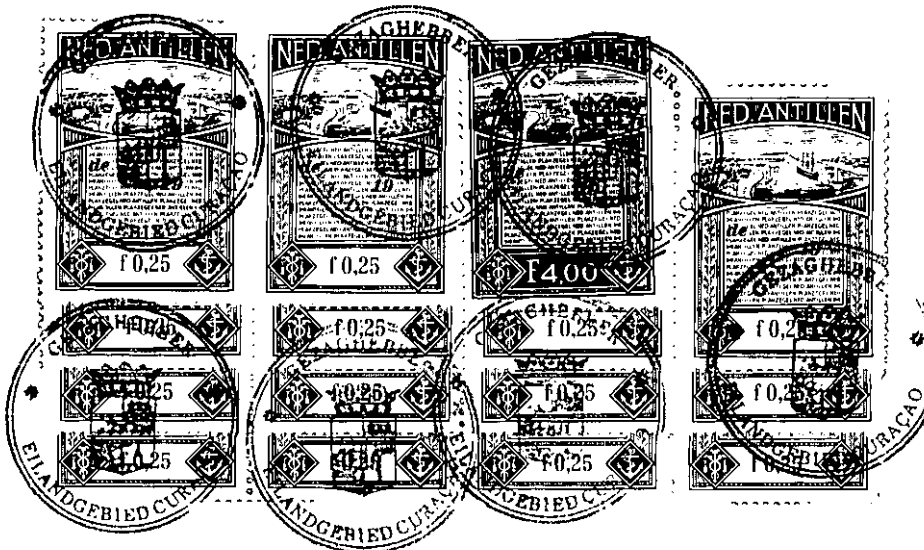
1. Country: Curaçao, Netherlands Antilles
This public document
2. has been signed by H.Th.M. Burgers, LL.M
3. acting in the capacity of civil-law notary
4. bears the seal/stamp of civil-law notary H.Th.M. Burgers

CERTIFIED

5. at Curaçao
6. the **28 JAN. 2010**
7. For the Lieutenant Governor of the Island of Curaçao, The
head of the Dept. "Civil Registry & Elections".
8. No. **1136**
9. Seal/stamp
10. Signature

A handwritten signature in black ink, appearing to be "H.R. Daal", is written over the text "10. Signature".

mr. H.R. Daal



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