

F12000001470

Florida Department of State  
Division of Corporations  
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FOREIGN PROFIT/NONPROFIT CORPORATION  
HACIENDA EBENEZER, C.A. INC.

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Corporate Filing Menu

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12 APR -4 PM 3:28

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12 APR -4 PM 1:06

**H12000088130****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. HACIENDA EBENEZER, C.A. INC.**

(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**

(State or country under the law of which it is incorporated)

**3. N/A**

(FEI number, if applicable)

**4. APRIL 13, 2007**

(Date of incorporation)

**5. TWENTY (20) YEARS**

(Duration: Year corp. will cease to exist or "perpetual")

**6. JANUARY 23, 2012**

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

**7. 1470 NW 107 AVENUE SUITE E, MIAMI, FLORIDA 33172**

(Principal office address)

**1470 NW 107 AVENUE SUITE E, MIAMI, FLORIDA 33172**

(Current mailing address)

**8. Raising, reproduction, finishing, slaughter, distribution, industrialization, purchase, sale, import & export of any kind of poultry, retail or wholesale.**  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)**9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)**

Name: **Jeampiere Josue Fernandez Moreno**

Office Address: **1470 NW 107 Avenue Suite E**

**Miami**

(City)

**Florida 33172**

(Zip code)

**10. 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)

**11. 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.**

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TALLAHASSEE, FLORIDA

## 12. Names and business addresses of officers and/or directors:

## A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

## B. OFFICERS

President: Jeampiere Josue Fernandez MorenoAddress: 1470 NW 107 Avenue Suite E  
Miami, Florida 33172Vice President: Tania Beatriz Martinez PariataAddress: 1470 NW 107 Avenue Suite E  
Miami, Florida 33172Secretary: Jeampiere Josue Fernandez MorenoAddress: 1470 NW 107 Avenue Suite E, Miami, Florida 33172Treasurer: Tania Beatriz Martinez PariataAddress: 1470 NW 107 Avenue Suite E, Miami, Florida 33172

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

13. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 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.

14. Jeampiere Josue Fernandez Moreno

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

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SEAL OF THE STATE  
TALLAHASSEE, FLORIDA

## Certified Translation

I, Jorge Alberto Gaitán, the undersigned, of Venezuelan nationality, of legal age, holder of Venezuelan Identification Card number V-7322771, domiciled and practicing in this city of Barquisimeto, Venezuela, Court Interpreter and Certified Public Translator in English of the Bolivarian Republic of Venezuela, as established in degree published in Official Gazette number 38938, dated 26<sup>th</sup> of May, 2008, listed at the Registers Main Office of the Capital District under number 54, page 54, book 18, and registered in the First Instance Civil Court of Barquisimeto, State of Lara, on the 13<sup>th</sup> of April, 2007, under number KP02-S-2006-016871, do hereby **CERTIFY**; that according to the aforementioned credentials I am duly authorized to translate and certify translations in English of all kinds of documents; and that the document attached hereto. Re: "Bolivarian Republic of Venezuela, Company: HACIENDA EBENEZER, C.A., Articles of Incorporation and Corporation By-laws", written in Spanish, has been submitted to me for translation, and that the following is a true English version thereof:

FIRST PAGE

## BOLIVARIAN REPUBLIC OF VENEZUELA

\*\*\*Ministry of the Popular Power for Internal Affairs and Justice\*\*\*

Autonomous Service of Registries and Notaries  
Mercantile Registry of the State of Yaracuy

RM N° 466  
201° and 152°

Attorney-at-Law JESUS MARIA LOPEZ, Mercantile Registrar, does hereby CERTIFY that the attached documents copied hereinafter: Note, Official Notice, Articles of Incorporation and Corporation By-

*[Signature]*  
Page 1/10  
30/13/11/2008

1  
REPÚBLICA BOLIVARIANA DE VENEZUELA  
JORGE GAITÁN  
INTERPRETE PÚBLICO  
ESPECIAL EN INGLÉS  
CACHET OFICIAL N° 14024  
DE FECHA 11-03-2008

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laws, are true, exact, complete and unaltered copies of the originals recorded in Book: 21-A.,

Number: 65, year 2011, of the Mercantile Registry, which read as follows:

466-3436

This page belongs to: HACIENDA EBENEZER, C.A.

File Number: 466-3436

(Signed, illegible signature) – Attorney-at-Law Jesus Maria Lopez – Mercantile Registrar of the State of Yaracuy –

SECOND PAGE (Official Notice printed on Official Sealed Paper)

GBY-2006-N° 0809762

To: MERCANTILE REGISTRAR, JUDICIAL DISTRICT OF THE STATE OF YARACUY.

I, MERIA ANGELICA CARRASCO AGATON, Venezuelan, of legal age, residing under this Jurisdiction, holder of Identification Card N° V-13985042, duly authorized for this proceeding by the Company HACIENDA EBENEZER, C.A., respectfully come before you to present the Articles of Incorporation of said company, which have been drafted to serve as the Corporation By-laws. I respectfully request that once all the legal requirements have been satisfied, you order its incorporation in this Mercantile Registry, the opening of the official file of the company, and the issuing of two (02) Certified Copies pursuant Article 215 of the Code of Commerce. On the date of its execution.

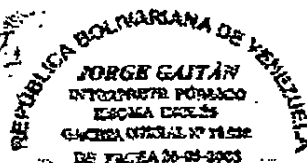
THIRD PAGE (Official Acceptance of Incorporation)

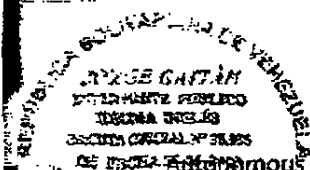
**BOLIVARIAN REPUBLIC OF VENEZUELA**

\*\*\*Ministry of the Popular Power for Internal Affairs and Justice\*\*\*

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*[Handwritten signature]*  
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30/Sept/2019

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Autonomous Service of Registries and Notaries  
Mercantile Registry of the State of Yaracuy

RM N° 466  
201° and 152°

San Felipe Municipality, on this 13<sup>th</sup> day of September of the year 2011

The previous Official Notice is hereby acknowledged. All the legal requirements have been satisfied. Register and incorporate in the Mercantile Registry together with the Articles of Incorporation and publish; open the File of the Company and include the original document, the Corporation By-Laws and other attachments. Issue copy of its publication. The document was drafted by Attorney-at-Law SENDY LOURDES PINEDA GUZMAN, Bar Association N° 147956; it is registered and incorporated in the Mercantile Registry under Number: 65, Book 21-A. Fees paid: 600.40 Bs per Banking Form N° 46600025670, Bank N° 10 in the amount of 1,106.40 Bs. Identification as follows: MERIA ANGELICA CARRASCO AGATON with Id. Card N° 13985042.

Checked by Att.-at-Law ANAI ANTONIA MUÑOZ MORENO

(Signed, illegible signature) – Mercantile Registrar – Att.-at-Law JESUS MARIA LOPEZ –

This page belongs to: HACIENDA EBENEZER, C.A.

File Number: 466-3436

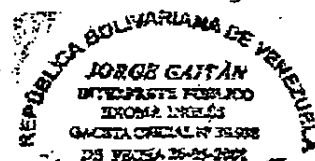
INCORPORATION

PAGES FOUR THROUGH EIGHT (Articles of Incorporation and Corporation By-laws on Official Sealed Paper)

GBY-2006-N° 0809760

We, JEAMPIERE JOSUÉ FERNÁNDEZ MORENO and TANIA BEATRIZ MARTINEZ PARIATA, Venezuelans, of legal age, holders of Identification Cards N° V-19594132 and N° 13019992, respectively, residing under this jurisdiction, hereby declare: we have agreed to establish a company, incorporated as a *Compañía Anónima (Corporation)*, with the following Articles of

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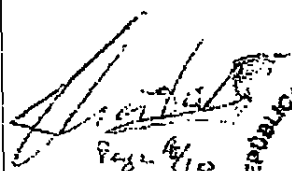
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Incorporation that have been drafted ample enough so they can serve as the Corporation By-laws, which shall be governed by the Laws of the Bolivarian Republic of Venezuela and by the provisions contained herein:

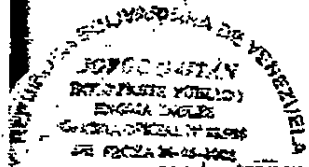
**NAME, LEGAL DOMICILE, PURPOSE AND TERM**

**FIRST:** The commercial name of the Company shall be: "HACIENDA EBENEZER C.A.", with legal domicile at Avenida Sorte, Parcela N° 01 Manzana 02, Zona Industrial Chivacoa, Bruzual Municipality, State of Yaracuy, but it can establish Branches, Agencies or Representations anywhere in the Bolivarian Republic of Venezuela or abroad. **SECOND:** The company has as legal purpose any and all activities related to raising, reproduction, finishing, slaughter, distribution, industrialization, purchase, sale, import and export of any kind of poultry, retail or wholesale, laying hens, livestock, cattle, bovine cattle, ovine, porcine, equine, raw material for concentrated animal feed, agroindustry products, finished products related to agricultural activities, forestry, livestock on a primary stage, blending it with a well balanced and ecologically sustainable use of the land for primary productive activities in the agricultural-vegetal, agricultural-animal (sic) and forestry sectors, the implementation of techniques related to the legal purpose of the company, manufacturing, technical advisory and diagnostics of said sectors, planning and executing all the necessary primary activities for an efficient and effective use of land, in terms of food production that guarantees people's food safety. The company may engage in growing yields in short-cycle, middle-cycle and long-cycle crop rotation, selling the harvest, importing and exporting crop-input products. Also developing, manufacturing, distributing and marketing nutritional and non-nutritional supplements, animal supplements, balanced animal and veterinary feed. It may also

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REPUBLICA BOLIVARIANA DE VENEZUELA  
JORGE GUTIERREZ  
INTERMUNICIPAL FISCAL  
MUNICIPIO DE CHIVACOA  
CARRERA CARRERA 12015  
DE FISCALIA 100-2012

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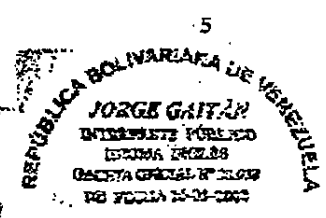


render transportation services for them. It may also engage in any and all lawful activities related, associated and/or similar to the main purpose. **THIRD:** The legal term of the company shall be twenty (20) years from the date of its registration and incorporation in the corresponding Mercantile Registry, and it can be subsequently extended or dissolved as decided by the Shareholders' Meeting.

#### OWNERSHIP CAPITAL AND STOCK

**FOURTH:** The ownership capital of the company shall be ONE HUNDRED THOUSAND BOLIVARS (100,000.00 Bs) divided among ONE HUNDRED (100) registered shares worth ONE THOUSAND BOLIVARS (1,000.00 Bs) each, which give each stockholder the same rights and duties. **FIFTH:** The ownership capital and stock has been fully subscribed and paid as follows: JEAMPIERE JOSUE FERNÁNDEZ MORENO subscribes and is the owner of FIFTY (50) shares, each paid at a price of ONE THOUSAND BOLIVARS (1,000 Bs) for an amount of FIFTY THOUSAND BOLIVARS (50,000.00 Bs), and TANIA BEATRIZ MARTINEZ PARIATA subscribes and is the owner of FIFTY (50) shares, each paid at a price of ONE THOUSAND BOLIVARS (1,000 Bs) for an amount of FIFTY THOUSAND BOLIVARS (50,000.00 Bs). The ownership capital has been fully paid as evidenced in attached Opening Inventory. **SIXTH:** All shares are registered, non-convertible and indivisible shares. **SEVENTH:** Shareholders shall have the right of preference in case a shareholder wishes to totally or partially transfer/sell his/her stock. Therefore the shareholder who wishes to transfer or sell in any way his/her stock shall give prior written notice to the other shareholders, indicating terms and price of the intended sale. Shareholders will have thirty (30) days after receiving such notice to decide whether or not they want to exercise the right of preference within the aforementioned

*[Signature]*  
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term; the tendering shareholder will be free to transfer or sell his/her stock to any person(s) if none of the other shareholders exercises said right of preference. Right of preference shall also apply in the event of issuance of capital stock, proportionally to the stock already owned by the shareholder.

#### SHAREHOLDERS' MEETINGS

**EIGHTH:** Shareholders' Meetings, Regular or Special, shall be considered valid if Sixty Per Cent (60%) of the ownership capital is duly represented in such meeting. Decisions shall be made by the vote of Sixty Per Cent (60%) of the stock owned by the attendants to such meeting. Shareholders' Meetings shall be Regular and Special. Regular meetings shall take place once a year, within ninety (90) days after closing the fiscal year. Special meetings shall take place every time shareholders

GBY-2006-N° 0809766

deem convenient or as required by the legal purpose of the Company. Notice of the call of meetings can be written, but such notice can be waived if all shareholders are present in the meeting.

#### MANAGEMENT

**NINTH:** The Company shall be managed by two (02) DIRECTORS, who shall be elected by the Shareholders' Meeting, who may or may not be holders of company stock and shall hold their posts for TEN (10) years; unless otherwise decided by the Meeting. Members of the Board of Directors shall, if elected, deposit two (02) shares of stock in the Company Cashiers Office, pursuant Article 244 of the Code of Commerce currently in force. **TENTH:** The Board of Directors has the amplest authorities for managing and disposing of corporate property, and such Board is

6  
REPUBLICA BOLIVARIANA DE VENEZUELA  
JORGE GATTAN  
ESTADOZULU  
EDUARDO GONZALEZ  
CAJALUTUPAL DE ALBA  
BO. PSCH. MARACAY

Paga 6/10  
30/Sept/2021

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comprised of two (02) DIRECTORS who shall act jointly or separately within the following authorities: A) Represent the Company in all effects vis-à-vis third parties. B) Sign on behalf of the Company and bind it in all legal acts and businesses which may be part of its purpose without any limits or restrictions. C) Execute all kinds of contracts. D) Buy, sell, exchange, charge, and in any way transfer real estate property, execute liens, leases, mortgages and any other encumbrances. E) Appoint, hire, fire and remove workers and employees and determine their personal compensation and work conditions. F) Emit, sign, endorse, charge, guarantee, discount, negotiate and protest promissory notes, checks, drafts and any other commercial document. G) Open, manage and close bank accounts and ask for cash credits and/or loans with or without special guarantees. H) Appoint legal representatives to sustain and defend the rights and interests of the company, granting them the authorities deemed necessary, even to file proceedings, oppose and/or answer all kinds of actions, demands, motions, claim compensations, settle or compromise in arbitrators in equity or in law, execute receipts, cancellations and releases. I) Summon regular and special Shareholders' Meeting. They shall have all the powers and authorities granted to the management of Compañías Anónimas (Corporations) by the Code of Commerce, as the authorities given herein are not limiting, and in general they shall have all the authorities not granted to the Shareholders' Meeting by this document or by applicable Law.

#### FISCAL YEAR, BALANCE AND EARNINGS AND PROFITS

**ELEVENTH:** The fiscal year of the company shall begin on the date of its incorporation and registration in the Mercantile Register and it shall end on the thirty first (31<sup>st</sup>) of December of same year. The rest of the fiscal years shall begin on January the first (01<sup>st</sup>) and shall end on

*[Signature]*  
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 30/SEP/2011  
 REPUBLICA BOLIVARIANA DE VENEZUELA  
 JOSE GATTAN  
 INTERPRETE PUBLICO  
 TITULO 1000  
 CARRERA 1000  
 NO. 123456789

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December thirty first (31<sup>st</sup>) of each and every year. Financial statements, including the General Balance Sheet and the Profit and Loss Statements, will be issued on this date. TWELFTH: The Financial statements shall be done pursuant the Code of Commerce and the Generally Accepted Accounting Principles, and shall truly and accurately reflect profit or loss during the corresponding fiscal year. THIRTEENTH: Five per cent (5%) of the revenues obtained shall be set aside for funding of a Legal Reserve Fund, until it reaches ten per cent (20%) of the Ownership Capital. All other amounts ordered by the Shareholders' Meeting or by the Law, for better performance of the Company, shall be set aside, the rest of the revenue shall be apportioned according to the number of shares of each shareholder.

#### DISSOLUTION AND LIQUIDATION OF THE COMPANY

FOURTEENTH: The Company shall be dissolved when the Shareholders' Meeting so decides or when its legal term has elapsed. The Shareholders' Meeting shall appoint one or several liquidators in the event of dissolution of the company, who shall have the authorities that such Meeting may establish or the ones provided for in the Code of Commerce in force.

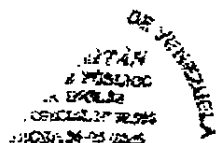
#### FINAL PROVISIONS

FIFTEENTH: The Company shall have a Commissar, who shall hold post for FIVE (05) years, with the powers and duties established in the Law. SIXTEENTH: Shareholder JEAMPIERE JOSUÉ FERNÁNDEZ MORENO and shareholder TANIA BEATRIZ MARTINEZ PARIATA are appointed as DIRECTORS, and ROLANDO JOSE TORREALBA, B.S. in Public Accounting, Venezuelan, of legal age, holder of Identification Card N° V-5273479, registered at the Public Accountants Association under CPC-N° 28397 is duly appointed as COMMISSAR. SEVENTEENTH: Everything not specified in this

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55/Sept/2021  
REPUBLICA BOLIVARIANA DE VENEZUELA  
JORGE GATÁN  
DIRECTOR GENERAL  
FISCALIA GENERAL  
CARRERA 15-64-0000

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document shall be in accordance with rules and regulations set forth by the Code of Commerce and all other applicable Law. MERIA ANGELICA CARRASCO AGATON, Venezuelan, of lawful age, residing under this jurisdiction and holder of Identification Card N° V-13985042, is hereby authorized to do any and all acts and things and to execute any and all documents for the proper incorporation of this company in the Mercantile Registry. On the date of its execution.

(Signed, illegible signature) – (There have been affixed two fingerprints) –

(Signed, illegible signature) – (There have been affixed two fingerprints) –

SAN FELIPE MUNICIPALITY, 13<sup>th</sup> OF SEPTEMBER, TWO THOUSAND AND ELEVEN. (Signed) MERIA ANGELICA CARRASCO AGATON. Att.-at-Law JESUS MARIA LOPEZ. THIS CERTIFIED COPY OF THE PUBLICATION IS ISSUED PER BANKING FORM N° 466.2011.3.1515

(Signed, illegible signature) – Att.-at-Law JESUS MARIA LOPEZ – Mercantile Registrar –

NINTH PAGE (Copy of Official Tax Registry)

FORM SIR RIF  
BOLIVARIAN REPUBLIC OF VENEZUELA

**SENIA**  
Servicio Registral Integrado de Administración Tributaria y  
Trámites a Ordenes de la Magistratura del Poder Judicial  
Rif: 02-0000000-0

## TAX REGISTRY INFORMATION

REGISTRY CERTIFICATE  
(TRJ Number)

J-31754577-0

Summaries and Names – Name or Company Name  
HACIENDA EBENEZER, C.A.

Address:  
AV SORTE PARCELA 01 MANZANA 2 LOCAL NRO 5/N ZONA  
INDUSTRIAL CHIVACOA STATE OF YARACUY

ZIP CODE 3202

THIS CERTIFICATE IS ISSUED PURSUANT ARTICLE 9 OF  
ADMINISTRATIVE RULING N° 0073 DATED FEB/06/2006 PUBLISHED  
IN OFFICIAL GAZETTE N° 38389 DATED MARCH/02/2006.

City:	CHIVACOA	Registration Date:	Sept/21/2011
Local Office:	CENTRAL-WEST	Date of Issue:	Sept/21/2011
	SENIA	Date of Expiry:	Sept/21/2014
1-2009-07-N°	01471907	3317545770-CV	Authorized Signature

END OF DOCUMENT

Translator's notes: 1) Each Official Sealed Paper (pages 2, 4 and 8) has a round seal printed at the top with the Coat of Arms of the State of Yaracuy in the center surrounded by: – BOLIVARIAN REPUBLIC OF VENEZUELA – State Government of Yaracuy – Rent of Sealed paper worth 0.02 Legal

*[Handwritten signature]*  
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30/Sept/2011

REPUBLICA BOLIVARIANA DE VENEZUELA  
PODERE JUDICIAL  
INTERIOR Y PODER  
JUDICIAL  
CANCER GARCIA  
DE FUECA 2-05-2009

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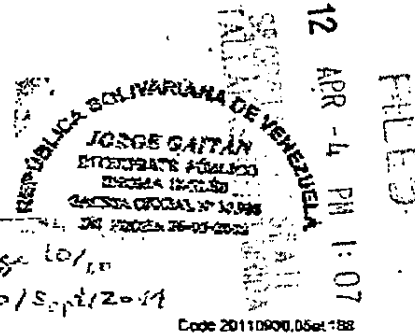
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Revenue Unit -- 2) There has been affixed (on all pages) a round ink seal with the Coat of Arms of Venezuela in the center surrounded by: -- BOLIVARIAN REPUBLIC OF VENEZUELA -- Ministry of the Popular Power for Internal Affairs and Justice -- Autonomous Service of Registries and Notaries -- Mercantile Registry -- Judicial District of the State of Yaracuy -- 3) There has been affixed, on page 8, a Tax Stamp worth 0.1 Legal Revenue Unit. 4) There has been affixed (on pages 2, 4 and 6) an ink seal which reads: -- Sandy L. Pineda G. -- Lawyer -- Bar Association 147956 -- (Signed, illegible signature). 5) There has been affixed (on pages 2 and 4) a rectangular ink seal which reads: -- Bolivarian Republic of Venezuela -- State of Yaracuy Bar Association -- Collecting Office: Notary Date: Aug/17/2011 -- Drafted by Lawyer: Sandy Pineda -- Reg. N°: 147956 -- Amount: 233,00 -- Receipt N° 008673 -- Collected by: (Signed, illegible signature) --

I do hereby CERTIFY that to the best of my knowledge the foregoing is a true, exact and complete translation of the attached document, which I have done upon request of the interested party for all legal purposes pertaining thereto. IN WITNESS WHEREOF I have hereunto set my hand and affixed my seal in Barquisimeto, Bolivarian Republic of Venezuela, on this thirtieth day of September, two thousand and eleven.

  
Jorge Alberto Gaitán  
Legal Translator

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30/Sept/2011



Jorge Gaitán -- Legal Translator -- traductorlegal1@gmail.com -- www.traductorlegal.net -- Phone: +58 +251 +6352894  
+58 +414 +510 2894 -- Barquisimeto -- State of Lara -- Venezuela

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