

FAU000004038

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

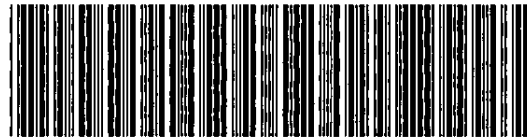
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800262334398

08/14/14--01023--010 **78.75

FILED
14 SEP 24 PM 3:26
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

W14-50290

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Management Alternatives Brasil Consultoria LTDA
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:

Leslie A Williams
Name of Person
Mgt. Alternatives, Ltd
Firm/Company
2121 SW 22nd Pl, Ste 102
Address
Ocala FL 34471
City/State and Zip code
lwilliams@ma1.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Leslie A Williams at (352) 873-8722
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- ☐ \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 19, 2014

LESLIE A WILLIAMS
~~2121 SW 22ND PL STE 102~~
~~OCALA, FL 34471~~

** c/o Mgt. Alternatives, LTD
5200 SW 34th Ave, Ste 102
Ocala FL 34474*

SUBJECT: MANAGEMENT ALTERNATIVES BRASIL CONSULTORIA LTDA
CORPORATION
Ref. Number: W14000050790

We have received your document for MANAGEMENT ALTERNATIVES BRASIL CONSULTORIA LTDA CORPORATION and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The certificate of incorporation must be translated to 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) 245-6052.

Jessica A Fason
Regulatory Specialist II

Letter Number: 514A00017828

**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. Management Alternatives Brasil Consultoria LTDA
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.") Corporation

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

2. Brazil 3. 47-1555116
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/18/2013 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. Av das Nacoes Unidas - 12.551-9 Sao Paulo, SP Brazil 04578-000
(Principal office address)

% Mgt Alternatives 2121 SW 22nd Pl, Ste 102
(Current mailing address) Ocala FL 34471

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

Name: Heslie Williams

Office Address: 2121 SW 22nd Pl, Ste 102
Ocala, Florida 34471
(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.

Heslie Williams
(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.

FILED
14 SEP 24 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Vernon Hamm, Jr

Address: 2 Ravenwood Circle

O'Fallon, IL 62269

Director: James A Mell

Address: 8355 NW 110th St

Reddick FL 32686

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

12. James A Mell

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.

13. James A Mell, Director

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

FILED
14 SEP 24 PM 3:26
TREASURY DEPT
TALLAHASSEE, FL 32399

MARIA VITÓRIA ROSA DA SILVA

TRADUTORA PÚBLICA JURAMENTADA
E INTÉRPRETE COMERCIAL

INGLÊS - PORTUGUÊS

TRADUÇÃO OFICIAL

Rio de Janeiro: Av. Rio Branco, 45 - 16º andar - sala 1601 - Rio de Janeiro - RJ - 20090-003

Tel.: 55 21 2507-1988 - Fax: 55 21 2507-1282 - E-mail: rj@fidelity.com.br

Website: www.fidelity.com.br

Matr. JUCERJA Nº 208

C.P.F. Nº 628.510.477-87

TRADUÇÃO Nº I-5771/14 LIVRO Nº 17 FOLHAS Nº 1

I, the undersigned, Sworn Translator and Commercial Interpreter duly appointed and commissioned by the Board of Trade of the State of Rio de Janeiro and registered therewith under no. 208, DO HEREBY CERTIFY AND ATTEST that a document written in the Portuguese language was submitted to me for translation into English:

ARTICLES OF INCORPORATION OF THE PRIVATE LIMITED COMPANY NAMED "MANAGEMENT ALTERNATIVES BRASIL CONSULTORIA LTDA"

By this Private Instrument and according to existing Law:

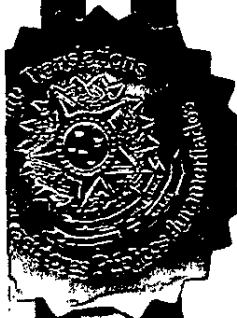
A) **VERNON HAMM JR.**, American citizen, married, administrator, bearer of the Passport number 437190158, registered with the Brazilian Treasury Department as an Individual Taxpayer [CPF/MF] under number 236.658.258-73, resident and domiciled at 3320 SW 33rd Road, Suit [sic] 100, City of Ocala, State of Florida, United States of America, 34474-745, herein represented by his Attorney-in-fact **JOHN FERENCZ MCNAUGHTON**, American citizen, married, lawyer, registered with the Brazilian Bar Association [OAB] under number 115381, bearer of the National Registration of Foreigners [RNE] number W253612-0, registered with the Brazilian Treasury Department as an Individual Taxpayer [CPF/MF] under number 006.979.778-11, domiciled in the City and State of São Paulo, at Avenida Brigadeiro Faria Lima, no. 2.639, 7º andar, conjunto 73, Postal Code [CEP] 01452-000, according to the terms of the instrument of Power of Attorney duly registered with the 6th Civil Register of Titles, Documents and Legal Entities of São Paulo under number 1720033; and

B) **JAMES ARTHUR MELL**, American citizen, married, administrator, bearer of the Passport number 306205352, registered with the Brazilian Treasury Department as an Individual Taxpayer [CPF/MF] under number 236.658.288-99, resident and domiciled at 3320 SW 33rd Road, Suit [sic] 100, City of Ocala, State of Florida, United States of America, 34474-745, herein represented by his Attorney-in-fact, **JOHN FERENCZ MCNAUGHTON**, identified above, according to the terms of the instrument of Power of Attorney duly registered with the 6th Civil Register of Titles, Documents and Legal Entities of São Paulo under number 1720032;

14 SEP 24 PM 3:26

FILED

SECRETARIA DE ESTADO DE JUSTIÇA
Tribunal de Registro de São Paulo





MARIA VITÓRIA ROSA DA SILVA

TRADUTORA PÚBLICA JURAMENTADA
E INTÉRPRETE COMERCIAL

INGLÊS - PORTUGUÊS

TRADUÇÃO OFICIAL

Rio de Janeiro: Av. Rio Branco, 45 - 16º andar - sala 1601 - Rio de Janeiro - RJ - 20090-003

Tel.: 55 21 2507-1988 - Fax: 55 21 2507-1282 - E-mail: rj@fidelity.com.br

Website: www.fidelity.com.br

Matr. JUCERJA Nº 208

C.P.F. Nº 628.510.477-87

TRADUÇÃO Nº I-5771/14 LIVRO Nº 17 FOLHAS Nº 2

Have agreed to incorporate a private limited company, which shall be governed by the following terms and conditions:

ARTICLES OF INCORPORATION

"MANAGEMENT ALTERNATIVES BRASIL CONSULTORIA LTDA."

CHAPTER I - CORPORATE NAME, GOVERNING LAW, REGISTERED OFFICE AND DURATION

Article 1. The private limited company shall operate under the corporate name of "MANAGEMENT ALTERNATIVES BRASIL CONSULTORIA LTDA." ("Company"), which shall be governed by the provisions set forth in these Articles of Incorporation; the provisions set forth in the Chapter that refers to private limited companies in the Act 10.406, dated 01.10.2002 ("Brazilian Civil Code") and, additionally, by the rules that govern Business Corporations, as permitted by the provisions set forth in the Sole Paragraph, Article 1.053 of the Brazilian Civil Code.

Article 2. The registered office and jurisdiction of the Company are established in the City and State of São Paulo, at Avenida das Nações Unidas, no. 12.551, 9º e 17º andares, Brookling Novo, Postal Code [CEP] 04578-000. The Company shall be allowed to open branches, offices and representation offices in any place of the national territory or abroad by means of decision of the Partners, according to the provisions set forth in these Articles of Incorporation.

Article 3. The Company is hereby incorporated to operate for undetermined period of time.

CHAPTER II - CORPORATE PURPOSE

Article 4. The purpose of the Company comprehends the following activities: (i) provision of services related to strategic consultancy, support, guidance and operational assistance for the management of businesses, in relation to planning, organization, reengineering, budgetary control, information and management; (ii) definition of methods and procedures of general accountancy, cost accounting and budget control; (iii) consultancy services for negotiation between companies and respective employees; and (iv) consultancy services related to internal and external public relations and communication.

MARIA VITÓRIA ROSA DA SILVA

TRADUTORA PÚBLICA JURAMENTADA
E INTÉRPRETE COMERCIAL

INGLÊS - PORTUGUÊS

TRADUÇÃO OFICIAL

Rio de Janeiro: Av. Rio Branco, 45 - 16º andar - sala 1601 - Rio de Janeiro - RJ - 20090-003

Tel.: 55 21 2507-1988 - Fax: 55 21 2507-1282 - E-mail: rj@fidelity.com.br

Website: www.fidelity.com.br

Matr. JUCERJA Nº 208

C.P.F. Nº 628.510.477-87

TRADUÇÃO Nº I-5771/14

LIVRO Nº 17

FOLHAS Nº

3

Sole Paragraph. In order to attain its purpose, the Company shall be allowed to incorporate subsidiaries and hold interests in the capital stock of other companies.

CHAPTER III - CAPITAL STOCK

Article 5. The capital stock, entirely subscribed and fully paid in domestic currency, amounts to ten thousand Brazilian reais (R\$ 10,000.00), divided into ten thousand (10,000) equal shares with unit par value of one Brazilian real (R\$ 1.00), which are distributed between the Partners as follows:

PARTNERS	SHARES	%	VALUE
VERNON HAMM JR.	5,000	50%	R\$ 5,000.00
JAMES ARTHUR MELL	5,000	50%	R\$ 5,000.00
TOTAL	10,000	100%	R\$ 10,000.00

Sole Paragraph. The responsibility of the Partners is limited to the value of their shares, but all of them shall be jointly liable for the payment in full of the capital stock.

Article 6. The Partners shall be entitled to exercise the preemptive right to subscribe any increase of capital proportionally to the number of shares they hold.

Sole Paragraph. The increases of capital stock may be paid in full according to the form, manner, conditions and terms established by decision of the Partners.

CHAPTER IV - ADMINISTRATION OF THE COMPANY

Article 7. The administration of the Company shall be incumbent upon up to three (03) natural individuals appointed in separate document or not, whether Partners or not. The Administrators are released from the obligation to post bonds for their management and they shall hold the powers to perform all acts necessary or convenient for the administration of the Company, for undetermined period of time and under the designation established by the Partners at the time they are appointed, including:

- a) the representation of the Company as plaintiff or defendant, in or out of Court, including the representation before any federal, state or municipal government offices and governmental agencies; and
- b) the management, administration, conduction and guidance of the corporate businesses.

MARIA VITÓRIA ROSA DA SILVA

TRADUTORA PÚBLICA JURAMENTADA
E INTÉRPRETE COMERCIAL

INGLÊS - PORTUGUÊS

TRADUÇÃO OFICIAL

Rio de Janeiro: Av. Rio Branco, 45 - 16º andar - sala 1601 - Rio de Janeiro - RJ - 20090-003

Tel.: 55 21 2507-1988 - Fax: 55 21 2507-1282 - E-mail: rj@fidelity.com.br

Website: www.fidelity.com.br

Matr. JUCERJA Nº 208

C.P.F. Nº 628.510.477-87

TRADUÇÃO Nº I-5771/14 LIVRO Nº 17 FOLHAS Nº 4

Paragraph 1. Any acts performed by administrators, offices, attorneys-in-fact or employees of the Company that are unrelated to its corporate purpose and businesses, such as sureties, guarantees, endorsements and remaining accommodation endorsements shall be expressly prohibited and null and void by operation of the Law, unless said acts are previously authorized in writing according to the provisions set forth in these Articles of Incorporation.

Paragraph 2. The Administrator shall be allowed to receive monthly remuneration for services provided, which amount shall be established according to quorum set forth in these Articles of Incorporation.

Article 8. The Partners hereby appoint the following Administrator of the Company, who shall perform under the designation of Director: **JOHN FERENCZ MCNAUGHTON**, American citizen, married, lawyer, registered with the Brazilian Bar Association [OAB] under number 115.381, bearer of the National Registration of Foreigners [RNE] number W253612-0, registered with the Brazilian Treasury Department as an Individual Taxpayer [CPF/MF] under number 006.979.778-11, domiciled in the City and State of São Paulo, at Avenida Brigadeiro Faria Lima, no. 2639, 7º andar, conjunto 73.

Sole Paragraph. The Director shall perform his duties for undetermined period of time, and he may be removed at any time by means of decision of the Partners, according to quorum set forth in these Articles of Incorporation.

Article 9. The Company shall be bound solely by the signatures of:

- a) **JOHN FERENCZ MCNAUGHTON** individually, with the observance of the provisions set forth in the Paragraph 1 below, or
- b) attorney-in-fact holding specific powers, provided that the appointment is carried out according to the provisions set forth in the Paragraph 3 below, and according to the limits set forth in the corresponding instruments of Power of Attorney.

Paragraph 1. The following extraordinary acts of administration shall be performed solely by the Director of the Company, by means of prior and express consent of all Partners, to be sent by letter, fax or email:

- a) acquisition, sale, disposal or encumbrance, in any way, of properties part of the assets of the Company, involving value higher than one thousand Brazilian reais (R\$ 1,000.00);

MARIA VITÓRIA ROSA DA SILVA

TRADUTORA PÚBLICA JURAMENTADA

E INTÉRPRETE COMERCIAL

INGLÊS - PORTUGUÊS

TRADUÇÃO OFICIAL

Rio de Janeiro: Av. Rio Branco, 45 - 16º andar - sala 1601 - Rio de Janeiro - RJ - 20090-003

Tel.: 55 21 2507-1988 - Fax: 55 21 2507-1282 - E-mail: rj@fidelity.com.br

Website: www.fidelity.com.br

Matr. JUCERJA Nº 208

C.P.F. Nº 628.510.477-87

TRADUÇÃO Nº I-5771/14 LIVRO Nº 17 FOLHAS Nº 5

- b) acquisition of equity interests in other companies;
- c) execution of agreements on joint ventures and operational partnerships;
- d) execution of agreements on loan for use, renting or leasing of movable or real estate properties;
- e) obtainment of bank or private loans involving any value;
- f) opening and management of bank accounts involving sums higher than three thousand Brazilian reais (R\$ 3,000.00) per act;
- g) granting of guarantees, collaterals or sureties and any other collateral security or conventional guarantee on behalf of the Company or the Partners, Directors or the companies administrated by or belonging to said individuals, in addition to third parties in general;
- h) granting of instruments of Power of Attorney on behalf of third parties;
- i) donations of any sums and assets in any way, for any value;
- j) hiring of employees in any way, for any value; and
- k) hiring of services from third parties in general involving monthly value higher than one thousand Brazilian reais (R\$ 1,000.00).

Paragraph 2. The issues related to the ordinary administration of the Company shall be conducted according to the general guidelines of the Partners, regardless of formal authorization.

Paragraph 3. The instruments of Power of Attorney on behalf of the Company shall be granted at all times in writing by the Director **JOHN FERENCZ MCNAUGHTON**, with the observance of the provisions set forth in the letter "h" of the Paragraph 1 above and, with exception of the instruments of Power of Attorney that contain an *ad judicium* clause, they shall remain valid for a period not longer than one (01) year.

CHAPTER V - CORPORATE DECISIONS AND MEETINGS OF PARTNERS

Article 10. The corporate decisions shall be taken by plurality of votes, with exception of the cases for which these Articles of Incorporation and the Federal Act 10.406, dated 01.10.2002 establish contrary provisions.

Article 11. The corporate decisions shall be taken at all times in Meetings or, if applicable, in amendments to the Articles of Incorporation. The Meeting shall be waived in case all Partners decide, in writing, on the issue that would be submitted to the Meeting, by means of joint signature of both Partners

MARIA VITÓRIA ROSA DA SILVA

TRADUTORA PÚBLICA JURAMENTADA

E INTÉRPRETE COMERCIAL

INGLÊS - PORTUGUÊS

TRADUÇÃO OFICIAL

Rio de Janeiro: Av. Rio Branco, 45 - 16º andar - sala 1601 - Rio de Janeiro - RJ - 20090-003

Tel.: 55 21 2507-1988 - Fax: 55 21 2507-1282 - E-mail: rj@fidelity.com.br

Website: www.fidelity.com.br

Matr. JUCERJA Nº 208

C.P.F. Nº 628.510.477-87

TRADUÇÃO Nº I-5771/14

LIVRO Nº 17

FOLHAS Nº

6

placed in document that registers the events in question, including agreements, checks or any other documents.

Paragraph 1. The Meetings shall be convened by the Director of the Company or the Partners that hold, individually or jointly, shares that represent no less than ten percent (10%) of the capital stock of the Company, without prejudice to the provisions set forth in the Article 1.073 of the Brazilian Civil Code, by means of notice in writing sent by letter, fax or email, with specific indication of day, time, place and agenda.

Paragraph 2. The formalities of call shall be waived when all Partners attend or declare, in writing, that they are aware of the place, date, time and agenda of the Meeting.

Paragraph 3. The quorum to open the Meeting shall be reached with the Partners that hold the shares that represent more than half of the capital stock, with the observance of the provisions set forth in these Articles of Incorporation in relation to the quorum necessary to make decisions.

Paragraph 4. The Meetings shall be held preferably at the registered office of the Company or any other place established by the Partners, at their convenience.

Paragraph 5. The Partners shall attend the Meetings in person or, alternatively, they may be represented by their Attorneys-in-fact or lawyers. In both cases, the instrument of Power of Attorney shall contain all information necessary for the exercise of voting rights and it shall be sent to the Company, for the purposes of filing and information, three (03) days before the date scheduled for each Meeting. The Partners that cast vote by means of letter, fax or any other valid form of manifestation of will shall be considered present, and the Chairman of the Meeting of Partners shall confirm the receipt of said instruments.

Paragraph 6. The decisions of the Partners shall be registered in Minutes transcribed in separate documents, and the Company shall be allowed to keep or not appropriate books for their registration at the discretion of the Directors. The Minutes of the Meetings of Partners shall be filed or registered with the competent Public Registry of Companies within up to thirty (30) days after the Meeting, except in case the Partners decide otherwise during the Meeting. In case of deadlock in relation to said specific point, only the summary of the decisions shall be filed.

MARIA VITÓRIA ROSA DA SILVA

TRADUTORA PÚBLICA JURAMENTADA

E INTÉRPRETE COMERCIAL

INGLÊS - PORTUGUÊS

TRADUÇÃO OFICIAL

Rio de Janeiro: Av. Rio Branco, 45 - 16º andar - sala 1601 - Rio de Janeiro - RJ - 20090-003

Tel.: 55 21 2507-1988 - Fax: 55 21 2507-1282 - E-mail: rj@fidelity.com.br

Website: www.fidelity.com.br

Matr. JUCERJA Nº 208

C.P.F. Nº 628.510.477-87

TRADUÇÃO Nº I-5771/14

LIVRO Nº

17

FOLHAS Nº

7

Paragraph 7. An annual Meeting of Partners shall be held within the four (04) months following the end of each fiscal year, for the purposes set forth in the Article 1.078 of the Brazilian Civil Code, namely: (i) to examine the accounts of the Administrators and examine the Balance Sheet and the Income Report; (ii) to appoint administrators, if applicable; (iii) to address any other subject indicated in the agenda.

Paragraph 8. Copies of the Financial Statements shall be made available to the Partners no less than thirty (30) days before the date of the Annual Meeting.

Paragraph 9. The procedures set forth in the previous Paragraphs of this Article apply to the Annual Meetings.

CHAPTER VI - ASSIGNMENT AND TRANSFER OF SHARES

Article 12. The Company acknowledges only one owner for each share of the capital stock and the shares may be transferred to third parties solely after the exercise of the preemptive right is ensured to the remaining Partners.

Paragraph 1. The Partner, interested to sell his shares shall establish the price and inform, in writing, the remaining Partners of his interest, granting thirty (30) days so that they can inform their intention.

Paragraph 2. In case the term set forth above elapses and the remaining Partners show no interest to acquire the shares, the Partner shall be allowed to sell his shares to third parties, provided that the price is not lower than the price previously established.

Paragraph 3. The assignment or transfer of shares between the Partners is free, however, in any case, they shall not be allowed to burden or encumber them on behalf of third parties unrelated to the Company.

CHAPTER VII - FISCAL YEAR, BALANCE SHEET AND INCOME

Article 13. The fiscal year shall end on December 31st of each year, date on which the Financial Statements related to the period shall be prepared with the observance of legal provisions, and signed by one Administrator and accountant duly registered with competent bodies. Copies of the Financial Statements shall be placed at the disposal of the Partners, according to the provisions set forth in the Paragraph 8 of the Article 11 above.

Paragraph 1. The income verified at the end of each fiscal year shall be allocated according to determination of the Partners of the Company with the observance of the rules set forth in these Articles of Incorporation.

MARIA VITÓRIA ROSA DA SILVA

TRADUTORA PÚBLICA JURAMENTADA

E INTÉRPRETE COMERCIAL

INGLÊS - PORTUGUÊS

TRADUÇÃO OFICIAL

Rio de Janeiro: Av. Rio Branco, 45 - 16º andar - sala 1601 - Rio de Janeiro - RJ - 20090-003
Tel.: 55 21 2507-1988 - Fax: 55 21 2507-1282 - E-mail: rj@fidelity.com.br
Website: www.fidelity.com.br

Matr. JUCERJA Nº 208

C.P.F. Nº 628.510.477-87

TRADUÇÃO Nº I-5771/14 LIVRO Nº 17 FOLHAS Nº 8

Paragraph 2. The profits, if any, shall be distributed to the Partners proportionally to the number of shares of the capital stock they hold, with the exception of decision to the contrary taken by the Partners by mutual agreement.

Paragraph 3. By means of decision of the Partners, the Company shall be allowed to prepare interim Balance Sheets on a quarterly, biannual basis or within shorter periods for accounting purposes or to verify the financial status of the Company. The profits verified in the period may be distributed in advance to the Partners by means of approval of the Partners that hold more than half of the capital stock.

CHAPTER VIII - DISSOLUTION AND LIQUIDATION

Article 14. In case of liquidation or dissolution of the Company, the Partners shall appoint its liquidator by means of Meeting of Partners, with the observance of the formalities set forth in the Article 11 above. The liquidator may be substituted or removed with the observance of the same formalities established for his/her appointment.

Sole Paragraph. In case of liquidation of the Company, its assets shall be used to fulfill its obligations and the remaining, if any, shall be divided between the Partners proportionally to the number of shares each one holds, with the observance of applicable formalities set forth in the Brazilian Civil Code.

Article 15. The withdrawal, winding up, decease, disability, incapacity, exclusion or bankruptcy of the Partners shall not dissolve the Company, which shall survive with the remaining Partners. In any of said events, the remaining Partners gathered in Meeting of Partners specifically convened for such purpose shall be allowed to:

- a) acquire the shares of the withdrawing Partner proportionally to the number of shares they hold;
- b) appraise the assets of the withdrawing Partner;
- c) determine the acquisition of the shares of the withdrawing Partner by the Company, which shall be kept in treasury until subsequent decision on their allocation;
- d) totally or partially liquidate the Company;

MARIA VITÓRIA ROSA DA SILVA

TRADUTORA PÚBLICA JURAMENTADA

E INTÉRPRETE COMERCIAL

INGLÊS - PORTUGUÊS

TRADUÇÃO OFICIAL

Rio de Janeiro: Av. Rio Branco, 45 - 16º andar - sala 1601 - Rio de Janeiro - RJ - 20090-003

Tel.: 55 21 2507-1988 - Fax: 55 21 2507-1282 - E-mail: rj@fidelity.com.br

Website: www.fidelity.com.br

Matr. JUCERJA Nº 208

C.P.F. Nº 628.510.477-87

TRADUÇÃO Nº I-5771/14 LIVRO Nº 17 FOLHAS Nº 9

e) authorize, by means of decision of the Partner or Partners that represent no less than $\frac{3}{4}$ of the capital stock, the joining of the successors of the bankrupt Partner in the Company.

Sole Paragraph. If, in partition resulting from judicial separation or divorce of Partner, the shares are assigned to a non-Partner spouse, said spouse shall receive the value corresponding to the corporate assets, according to the provisions set forth in the Article 16 below.

Article 16. In any of the situations set forth in the previous Article, the value of the shares, the form and term for payment shall be established with the observance of the procedure adopted in the Meeting of Partners.

Article 17. The shares which allocation are being discussed in meeting in Meeting of Partners [sic] shall not be considered for the purposes of quorum for decision of their allocation.

ATTACHMENT OF SHARES

Article 18. In case of attachment of shares of the Company held by one of the Partners, it is hereby established that the joining of the third party (creditor in the execution) in the Company shall not be allowed, in order to preserve the *affectio societatis* and the *intuitu personae*, which were present in the Company since its incorporation.

Paragraph 1. In case of attachment of the shares of one of the Partners, the Company, in the capacity of interested third party, shall be allowed to: (i) redeem the execution and replace the creditor in its rights, or (ii) grant to another Partner the preference in the acquisition of the attached shares, and the rules set forth in the Articles 1.113 to 1.119 of the Brazilian Code of Civil Procedure shall apply.

Paragraph 2. In case the Company chooses to redeem the execution and replace the creditor in its rights, the shares that would be attached shall be secured by said Partner on behalf of the Company, as guarantee of the payment by said Partner of his debt to the Company and the dividends said Partner would be entitled to receive during the period in which the shares are secured shall be retained by the Company until the full payment of the debt, which shall be restated according to the same form and indexes of the original debt incurred by the debtor in the judicial records of the execution in question.

CHAPTER IX - EXCLUSION OF PARTNER

MARIA VITÓRIA ROSA DA SILVA

TRADUTORA PÚBLICA JURAMENTADA
E INTÉRPRETE COMERCIAL

INGLÊS - PORTUGUÊS

TRADUÇÃO OFICIAL

Rio de Janeiro: Av. Rio Branco, 45 - 16º andar - sala 1601 - Rio de Janeiro - RJ - 20090-003

Tel.: 55 21 2507-1988 - Fax: 55 21 2507-1282 - E-mail: rj@fidelity.com.br

Website: www.fidelity.com.br

Matr. JUCERJA Nº 208

C.P.F. Nº 628.510.477-87

TRADUÇÃO Nº I-5771/14

LIVRO Nº 17

FOLHAS Nº

10

Article 19. These Articles of Incorporation may be changed at any time, also to register exclusion of Partner, by means of decision of the Partners that represent the majority of the capital stock.

Paragraph 1. For the purposes of this Article, the following events shall be considered cause for exclusion of Partners:

- a) violation of contractual clause and/or non-performance of corporate duties;
- b) undue use of the corporate name;
- c) disagreement or serious divergence with the remaining Partners, generating negative effects for the Company;
- d) performance of any act that may risk the reputation and credibility of the Company or that represents unfair trade competition with it; and/or
- e) filing of lawsuit against the Company.

Paragraph 2. The exclusion of Partners shall be determined in Meeting particularly convened for such purpose, according to the provisions set forth in these Articles of Incorporation.

CHAPTER X - TRANSFORMATION

Article 20. The Company may be transformed into any other type of company by means of decision of the Partners that hold the majority of the capital stock.

CHAPTER XI - STATEMENT

Article 21. Under the penalties of the Law, the Director of the Company states that he is not prohibited from exercising the administration of the Company due to specific legislation, criminal conviction, or due to the effects of said conviction, not being subject to punishment which prevents, even temporarily, the access to public offices, or as a result of bankruptcy crime, official misconduct, bribery or graft, misappropriation, embezzlement, crimes against the consumer, the national financial system, the antitrust laws, the consumer protection laws, the public faith or crimes against property.

CHAPTER XII - JURISDICTION

Article 22. The Parties hereby agree to resort to the Courts of the Judicial District of São Paulo, State of São Paulo, as the sole competent jurisdiction to settle any controversies resulting from these Articles of Incorporation, expressly waiving any other, however privileged.

MARIA VITÓRIA ROSA DA SILVA

TRADUTORA PÚBLICA JURAMENTADA
E INTÉRPRETE COMERCIAL

INGLÊS - PORTUGUÊS

TRADUÇÃO OFICIAL

Rio de Janeiro: Av. Rio Branco, 45 - 16º andar - sala 1601 - Rio de Janeiro - RJ - 20090-003

Tel.: 55 21 2507-1988 - Fax: 55 21 2507-1282 - E-mail: rj@fidelity.com.br

Website: www.fidelity.com.br

Matr. JUCERJA Nº 208

C.P.F. Nº 628.510.477-87

TRADUÇÃO Nº I-5771/14 LIVRO Nº 17 FOLHAS Nº 11

In witness whereof, the Parties sign this Instrument in three (03) counterparts of equal content and form, before two (02) witnesses undersigned.

São Paulo, September 18th, 2013.

Partners:

Signed: [illegible signature]

Name: **VERNON HAMM JR**

By John Ferencz McNaughton

Signed: [illegible signature]

Name: **JAMES ARTHUR MELL**

By John Ferencz McNaughton

Director:

Signed: [illegible signature]

Name: **JOHN FERENCZ MCNAUGHTON**

Witnesses:

1. Signed: [illegible signature]

Name: Priscila Aparecida de Araujo

Individual Taxpayer Registration [CPF/MF] number 224.956.998-39

Identity Card [RG] number 26.198.052-X - SSP/SP

2. Signed: [partially legible signature]

Name: Andreza Aparecida Dias Alves

Individual Taxpayer Registration [CPF/MF] number 305.925.978-06

Identity Card [RG] number 53.978.044-3 - SSP/SP

Agree of the Lawyer:

Signed: [illegible signature]

Name: Fernando Pereira Lopes de Medeiros

Registration with the Brazilian Bar Association, Section of São Paulo

[OAB/SP] under number 121.291

ARTICLES OF INCORPORATION OF THE PRIVATE LIMITED
COMPANY

"MANAGEMENT ALTERNATIVES BRASIL CONSULTORIA LTDA."

[The document is duly initialed.]

[The document bears, on all pages, perforated stamp of the Board of Trade of the State of São Paulo dated 10/23/13.]

[The document bears, on the first page, stamp with the following content:]

MARIA VITÓRIA ROSA DA SILVA

TRADUTORA PÚBLICA JURAMENTADA

E INTÉRPRETE COMERCIAL

INGLÊS - PORTUGUÊS

TRADUÇÃO OFICIAL

Rio de Janeiro: Av. Rio Branco, 45 - 16º andar - sala 1501 - Rio de Janeiro - RJ - 20090-003

Tel.: 55 21 2507-1988 - Fax: 55 21 2507-1282 - E-mail: rj@fidelity.com.br

Website: www.fidelity.com.br

Matr. JUCERJA Nº 208

C.P.F. Nº 628.510.477-87

TRADUÇÃO Nº I-5771/14 LIVRO Nº 17 FOLHAS Nº 12

Board of Trade Company Registration [NIRE]

Single

Registered Office [blank space]

Branch [blank space]

[The document bears, on the first page, seal of the Board of Trade of the State of São Paulo displaying the coat of arms of the State of São Paulo, bar code, and Protocol number 2.068.572/13-8.]

[The document bears, on the last page, seal of the Board of Trade of the State of São Paulo displaying the coat of arms of the State of São Paulo, bar code, in addition to the following content:]

Department of Economic Development, Science and Technology

Board of Trade of the State of São Paulo - JUCESP

Board of Trade Company Registration [NIRE] of Private Limited Company

I hereby certify the registration under number 3522795969-7

Signed: [illegible signature]

Name: Gisela Simiema Ceschin

Title: Secretary General

[The aforementioned seal is accompanied by stamp of the Board of Trade of the State of São Paulo dated October 23rd, 2013.]

NOTHING FURTHER WAS CONTAINED IN THE DOCUMENT SUBMITTED.

I verified it and certify to it.

The Sworn Public Translator.

Rio de Janeiro, September 17, 2014.



Maria Vitória Rosa da Silva

MARIA VITÓRIA ROSA DA SILVA
Tradutor Público

Nos termos do capítulo XIV, Itens 67 e 67.1, das Normas de Serviço da Corregedoria Geral da Justiça do Estado de São Paulo - Brasil, sendo que o documento para produzir efeito no Brasil e para valer contra terceiros, (CC, art 140; LPP, art. 148-2ª Parte),

8.º Cartório de Notas
SÃO PAULO - CARVAL

Reconheço por semelhança SEM valor econômico e(s) firma(s):
MARIA VITORIA ROSA DA SILVA(620049), Dou fe.
São Paulo-SP, 17 de Set de 2014. Em Testª da verdade.

MARCIO RESENDE DA SILVA
Código Seg: 4955485750484852495451524358.
Valor Unitário: 4,50 Valor: 4,50
Selo(s): AB339260

1026AB339260

DE NOTAS DA CANTINHA
DA LOUSA RESENDE

1026AB339260

SÃO PAULO - SP



Comprovante de Inscrição e de Situação Cadastral

Contribuinte,

Confira os dados de Identificação da Pessoa Jurídica e, se houver qualquer divergência, providencie junto à RFB a sua atualização cadastral.

		REPÚBLICA FEDERATIVA DO BRASIL	
CADASTRO NACIONAL DA PESSOA JURÍDICA			
NÚMERO DE INSCRIÇÃO 19.122.958/0001-83	COMPROVANTE DE INSCRIÇÃO E DE SITUAÇÃO		DATA DE ABERTURA 23/10/2013
MATRIZ	CADASTRAL		
NOME EMPRESARIAL MANAGEMENT ALTERNATIVES BRASIL CONSULTORIA LTDA			
TÍTULO DO ESTABELECIMENTO (NOME DE FANTASIA) *****			
CÓDIGO E DESCRIÇÃO DA ATIVIDADE ECONÔMICA PRINCIPAL 70.20-4-00 - Atividades de consultoria em gestão empresarial, exceto consultoria técnica específica			
CÓDIGO E DESCRIÇÃO DAS ATIVIDADES ECONÔMICAS SECUNDÁRIAS Não informada			
CÓDIGO E DESCRIÇÃO DA NATUREZA JURÍDICA 206-2 - SOCIEDADE EMPRESARIAL LIMITADA			
LOGRADOURO AV DAS NACOES UNIDAS	NÚMERO 12551	COMPLEMENTO ANDAR 9 E 17	
CEP 04.578-000	BAIRRO/DISTRITO BROOKLIN NOVO	MUNICÍPIO SAO PAULO	UF SP
SITUAÇÃO CADASTRAL ATIVA		DATA DA SITUAÇÃO CADASTRAL 23/10/2013	
MOTIVO DE SITUAÇÃO CADASTRAL			
SITUAÇÃO ESPECIAL *****		DATA DA SITUAÇÃO ESPECIAL *****	

Aprovado pela Instrução Normativa RFB nº 1.183, de 19 de agosto de 2011.

Emitido no dia 13/08/2014 às 16:36:32 (data e hora de Brasília).

Página: 1/1

[Voltar](#)