

MD 5/11

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** REPUESTOS TEXAS MOTORS C.A. Co

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:

Vanessa Estrella

Name of Person

CPA Accounting & Tax Services

Firm/Company

1813 N. Dean Rd. Suite 104

Address

Orlando, FL 32817

City/State and Zip code

payrollprocessing@cpaaccounting.biz

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

For further information concerning this matter, please call:

Vanessa Estrella at (407) 382-6658

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

AFFIDAVIT

The State of Florida

County of Orange

15 MAY -5 PM 4:15  
ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 11/16/00 BY 10000

I, Javier Atencio, of Orlando, Florida, MAKE OATH AND SAY THAT:

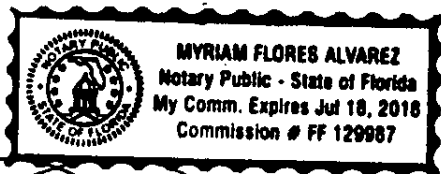
I, Javier Atencio, of Orlando, Florida am one of the officers and shareholder of Repuestos Texas Motors C.A, I do not want to revoke the name of Repuestos Texas Motors C.A. and I want to register a Foreign Corporation using this name.

Please see enclosed the articles of dissolution of Repuestos Texas Motors C.A, Document Number P15000038065 and all the other documents needed to register properly as a Foreign Corporation.

Subscribed and Sworn to

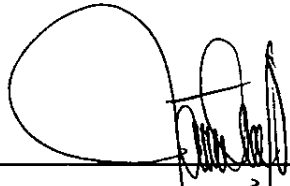
Before me, on the

30<sup>th</sup> day of April, 2015



4/30/15  
NOTARY PUBLIC

My Commission expires: 7/18/2018

  
Javier Atencio

**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. **REPUESTOS TEXAS MOTORS C.A. Co**

(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. **02/20/1991**

(Date of incorporation)

5. **30 Years**

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

6. \_\_\_\_\_

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

7. **AV. Intercomunal Sector Las Morochas Edif. Texas**

(Principal office address)

**Ciudad Ojeda, Zulia, Venezuela 4019**

(Current mailing address)

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

Name: **Javier Atencio**

Office Address: **18324 East Colonial Dr.**

**Orlando**

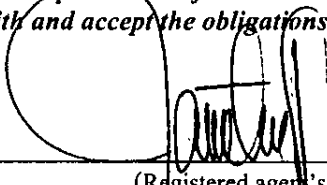
(City)

**32820**

(Zip code)

9. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



(Registered agent's signature)

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

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

**A. DIRECTORS**

Chairman: Eudio E Atencio

Address: 1103 Landale Ct.

Orlando FL 32828

Vice Chairman: Javier E. Atencio

Address: 720 Spring Island Way

Orlando FL 32828

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

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

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

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

**B. OFFICERS**

President: Eudio E Atencio

Address: 1103 Landale Ct.

Orlando FL 32828

Vice President: Javier E. Atencio

Address: 720 Spring Island Way

Orlando FL 32828

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

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

12. \_\_\_\_\_

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. \_\_\_\_\_

JAVIER E ATENCIO

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

Carlos Emmons Emmons  
Intérprete Público  
Gaceta Oficial No.28678 del 16/08/68  
Serial 0433  
Ciudad Ojeda  
Teléfono: 0265-413056  
0414-6744274

15 MAY -5 PM 4:15

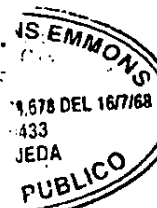
RECEIVED  
OFFICE OF THE  
ATTORNEY GENERAL  
TALLAHASSEE, FLORIDA

51, Carlos Emmons Emmons, who undersign, Public interpreter of the Republic of Venezuela in the English Language according to the title published in the Official Gazette No. 28.678 dated July 16, 1968, Serial No. 0433, which was registered in the Principal Registry of the Federal District, under the number 185, folio 69, of the principal and only protocol, volume 1. Certify that the adjoining, identified with fluorescent ink, has been presented to me for translation into English, textually says:

**First follo. SECOND MERCANTILE REGISTRY OF THE JUDICIAL CIRCUMSCRIPTION OF THE STATE OF ZULIA. DOCTOR LEONEL BRICEÑO VALBUENA**, Mercantile Registrar of the Judicial Circumscription of The State of Zulia who undersigns, CERTIFIES: that he has confronted the Photostat copy comprised of four (4) folios, that hereinafter is reproduced, and that it is a true and exact transcript OF THE CONSTITUTIVE ACT OF REPUESTOS TEXAS MOTOR'S C.A. (RETEXAS C.A.) that is found added in the record No. 5692, dated 02-20-91 CERTIFIES, likewise, through analogical application of Article 105 of the Law of Public Registry, that this Photostat Copy has been drawn up in this Office by Citizen Beatriz Bozo, identification card No. 5.175.061, capable person, authorized by me to execute it, and who, in conjunction with me subscribes the preset certification and each one of its pages: **Second follo. H - 87 No. 12956825**. Citizen: Mercantile Registry II of the Judicial Circumscription of The State of Zulia, with seat in Ciudad Ojeda. YOUR



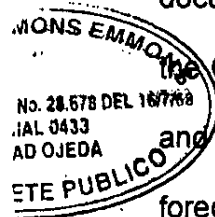
OFFICE: I, Eudio Enrique Atencio, of age, married, Businessman, bearer of the personal identification card No. V-3.637.261 and a resident of Ciudad Cabimas of the State of Zulia, acting in the name of and representation of the Mercantile Society REPUESTOS TEXAS MOTOR'S C.A. (RETEXAS C.A.), duly authorized for this act in the same Constitutive Act, before you very respectfully I recur to declare: I accompany this participation Copy of the Constitutive Act and Social Statutes of my represented: REPUESTOS TEXAS MOTOR'S C.A. (RETEXAS C.A.) for the purpose of its inscription in that Mercantile Registry, its fixation and publication. I request that a certified copy of said documents be issued to me with the insertion of this



participation and of the writ, that authorizes its publication in a daily newspaper of ample circulation in the country as well as Certified Copy of five (5) copies of the Newspaper in which the publication appears, Justice done, Ciudad Ojeda, February seven nineteen ninety one. (Signatures illegible)...**On the reverse. SECOND**

**MERCANTILE REGISTRY OF THE JUDICIAL CIRCUMSCRIPTION OF THE STATE OF ZULIA.** Ciudad Ojeda, February twenty(20) nineteen ninety one. 181<sup>st</sup>. and 132.

The foregoing participation is being presented. Having fulfilled the Legal requirements, registered it in the Mercantile Registry together with the present document; may the respective registration be fixed and published, may the record of



the Company be drawn up and file the original together with the copy of the Statutes and the other accompanying documents. May the publication copy be issued, the

foregoing document drawn up by Dr. Celia Atencio is registered in the Registry of Commerce under No. 44, volume 4-A, 1<sup>st</sup>. Term. Fees paid Bs. 45 in cash. 2,220, in conformity to form Numbers 74258 and 56645 Ministry of Treasury. IDENTIFICATION

WAS MADE THUS: Celia Enrique Atencio Atencio, I.D. No. V-3.637.261. THE

SECOND MERCANTILE REGISTRAR. (Signed) L. Briceño V. Dr. Leonel Briceño

Valbuena, Mercantile Registrar. (There is the seal of the Office). Third folio. H - 87

No. 12956820. We, EUDIO ENRIQUE ATENCIO AND OLGA DE ATENCIO,

Venezuelans, both of age, married, personal identification cards numbers

respectively: V-3.637.261 and V-4.711.373. residents of the City and Municipality

Cabimas, district of Bolivar of the State of Zulia, through the present document,

declare that we have constituted a Stock company which shall be ruled by the Social

Statutes and that foreseen by the norms of the Mercantile code and by the content in

the following Clauses: FIRST: The company shall be denominated REPUESTOS

TEXAS MOTOR'S C.A., it will Commercially use the grammatical contraction

RETEXAS, C.A." and its domicile is Ciudad Ojeda, Municipality Lagunillas of the

State of Zulia, but on the Board of Director's judgment, it can establish Branches,

Agencies and other establishments; and it can designate representatives at any place

within or out of Venezuela, when the Board of Directors considers it necessary for the

good functioning of its activities or businesses; SECOND: The company has as

principal object to Sale of Automotive Spare Parts and Motors, and in general carry

out class of operations and acts of Legal Commerce and Industry, that are related to

the principal object. THIRD: The duration of the company shall be thirty (30) years as

from the date of its inscription in the Mercantile Registry. The first fiscal year shall

begin on the date of its inscription in the Mercantile Registry and terminate on

December 31 nineteen ninety one. FOURTH: The Capital of the Company is of Two

Million Bolivars (2,000,000.00), representing ad divided into TWO HUNDRED



SHARES, nominative, non-convertible to the bearer, of Ten thousand bolivars (10,000.00) each one. All the shares shall have equal rights. The titles of the shares

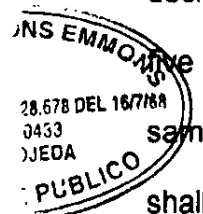
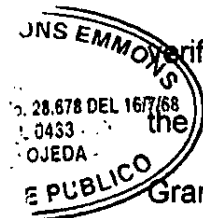
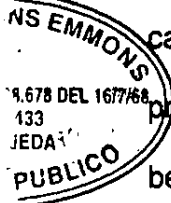
can comprise any number of them and they shall bear the signature of any of the principal or deputy members of the Board of directors. FIFTH: The Social Capital has

been totally subscribed and paid by the shareholders thus; **EUDIO ENRIQUE ATENCIO** has subscribed and totally paid one hundred and ninety (190) shares for a total of one million nine hundred bolivars (1,900,000.00) and **OLGA MARTINEZ DE ATENCIO**, has subscribed and totally paid ten (10) shares for a total of one hundred thousand bolivars (100,000.00), in conformity to the determination contained in the General Balance sheet drawn up to that effect and that the Shareholders sign and that accompany this Constitutive Document. SIXTH: All the Shareholders shall have the right of a vote at the Ordinary as well as Extraordinary Meetings. The property is

verified by its inscription in the Registry of Commerce. The cession of the shares of the Company is verified by the inscription made in the same book, signed by the Grantor and the assignee or by their respective power-of-attorney. SEVENTH: The

Meetings are Ordinary or Extraordinary. The Ordinary one shall meet at the place and date designated by the Board of Directors during the three (3) months following the due date of the fiscal Year, that is, any day of the month of January, February or March of each year; and the Extraordinary ones each time the Board of directors so decides. Each one shall be summoned by the Board of Directors, with no less than

(85) days in advance and the object, date and place shall be specified in the same. The decisions shall be binding on all the Shareholders preset or not; and these shall be taken by majority, the Shareholders can have themselves represented



through Telegrams or Power-of-Attorney. EIGHTH: The Shares can not be ceded nor transferred and/or in any other way transferred to third parties., without previously

having exhausted the right of Reference and to these effects the Selling Shareholder should inform about his desire to the Board of Directors and the latter within thirty (30)

days following the date of the mentioned information shall decide if the other

Shareholders shall acquire them and if on the contrary the Ceding Shareholder shall

be free to sell them to third parties. NINTH: The Administration of the company shall

be under the charge of the Board of Directors integrated by a President and one Vice-

president, who can be shareholders or not and they shall last in their post until they

are substituted; their functions shall be carried out for periods of five 859 years, being

able to be re-elected. TENTH: The Board of Directors shall have the most ample

attribution in all related to the Administration or control of the matters of the Company,

without impairment to the general faculties herein granted and it can specifically: a)

Exercise the Administration of the Company, b) Authorize all types of contracts; c)

Decide on the objectives of the Company, on the acquisition, addition or

transference of any of its assets – movable or immovable; d) Appoint the President,

Vice-President, Commissioners and other officials that it considers convenient and

likewise the representatives and special powers-of-attorney and establish their

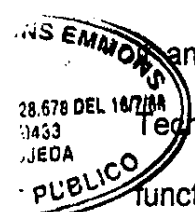
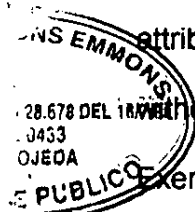
remunerations: e) Authorize the granting of general or special powers-of-attorney of

the Company for its representation in suits, and to determine matters that so requires

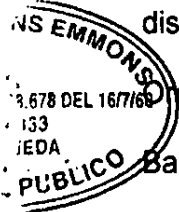
and authorize the repeal said power-of-attorney. F) Establish the administrative

Technique of the Company and establish norms and regulations for its good

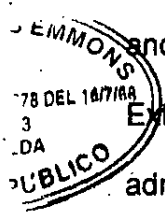
functioning and demand from the administration personnel the bonds and guarantees



that it considers convenient; g) Use the Legal Reserve fund in conformity to the legal dispositions; h) Present yearly a state of the Operations of the Company to the Ordinary Meeting, with its opinion on the success or failure of the same; A General Balance Sheet and a State of Accounts of Profits and Losses; i) Decree the distribution of Dividends among the Shareholders, from the Net Profits; j) Designate the officials and personnel of the Company and establish their remunerations, and resolve their layoffs and payment of their Social Benefits; k) Celebrate all types of contracts, including all types of loans, credits and down payments, in the manner and under the terms that they consider convenient, except the loans through the issuance of obligations, which shall be authorized by the Meeting of Shareholders; l) Open, mobilize and close bank accounts and designate the persons authorized to mobilize them; m) Issue, sign, accept and endorse checks, bills of exchange, promissory notes and instruments of credits of any nature and designate the persona authorized for those purposes; n) Represent the Company by itself or through officials or judicial powers-of-attorney duly authorized for that by the Board of Directors before the administrative, Municipal and Labor Judicial Authorities, with the express faculty of Desisting, compromising and convening on all types of procedures initiated against the Company, Exercise all types of ordinary or extraordinary resources, initiate actions and counterclaims; oppose and answer to exceptions, consider itself summoned, notified and subpoenaed for all the acts of the process; promote all types of evidence; request and enforce preventive, executive and definite measures, compromise in arbitrators or of law; receive quantities of money and grant the corresponding receipts and quittances; and in general present the Company with the



most ample faculties; ñ) Constitute Judicial Powers-of-Attorney granting them the attributions and faculties they think convenient for the interest of the Company; o) Summon the ordinary and extraordinary meetings. The faculties, rights and obligations heretofore enumerated are not of a limitative character but merely declarative and in consequence they do not limit the powers-of-attorney of the Board of Directors, which are complete, while the Meeting is not gathered, and they are authorized to represent the Company without any reservation, as regards that which is not expressly attributed to the Meeting of the Shareholders, through legal or statutory disposition. ELEVENTH: The members of the Board of Directors, that is, the President and Vice-President can act jointly or separately. TWELFTH: The Board of Directors shall meet each year immediately after celebrating the yearly meeting of Shareholders being able to elect within or out of its scope, the President and the Vice-President, which shall be by majority vote. THIRTEENTH: The President of the Board of Directors shall be the President and Executive Administrator of the Company and it shall have the legal representation of the Company in and out of Court; he shall be the executor of the resolutions of the Board of Directors and of the Meetings. The President can celebrate in the name of the Company the acts, Contracts and Documents comprised within the Social object and of the Exploitation of the Company; he shall have the direction and immediate vigilance of the assets of the Company; and he shall preside the meetings of the Board of Directors and the Ordinary and Extraordinary Meetings, as well as mobilize, open and close bank accounts,, the administration of the operations the daily businesses of the Company, being able to present tenders and sign project contracts, employ and layoff employees, appoint



Judicial powers-of-attorney, and any other activity indicated by the Board of Directors.

FOURTEENTH: The Vice-President shall occupy the temporary and absolute absences of the President with all the attributions. FIFTEENTH: On December 31 of

each year the accounts shall be cut and the General Balance Sheet or General State of the Company shall be drawn up, with the determination of the Profits or Losses obtained in the fiscal year. SIXTEENTH: The yearly net profits shall be distributed thus: a) FIVE percent (5%) shall be dedicated to form the legal Reserve Fund until 10% of the Social Capital is reached. B) the balance shall be distributed in the form of dividends among the shareholders which shall be proportional to the amount of his

shares and the losses shall be distributed proportionally to the amount of the Shares of each Shareholder. Said dividends shall be distributed on the date determined by

the Board of Directors. SEVENTEENTH: The Ordinary General Meeting of Shareholders shall elect a Commissioner each year. EIGHTEENTH: For the first

period, the following appointments are made: Shareholder **OLGA MARTINEZ DE**

**ATENCIO** is designated in the Post of vice-President and Shareholder **EUDIO**

**ENRIQUE ATENCIO** is designated as President, Commissioner, Licentiate **LUIS**

**EMIRO ROSALES MEDINA**, identification card No. V-3.637.225, Bard No. 3685, a

resident of Cabimas, district of Bolivar, Zulia and Citizen **EUDIO ENRIQUE**

**ATENCIO**, I.D. V-3.637.261 and of this same residence, is authorized to fulfill all the

necessary processes of Registry and Publication of these documents before the

Office of Second Mercantile Registry of the Judicial Circumscription of The State of

Zulia, with seat in Ciudad Ojeda. December 7 1991. (Signatures illegible) **SECOND**

**MERCANTILE REGISTRY. OF THE JUDICIAL CIRCUMSCRIPTION OF THE**

15 MAY -5 PM 4:15

STATE OF ZULIA. Ciudad Ojeda, February twenty nineteen ninety one, 181 and 132.

The present Photostat copy is being certified on petition of the Eudio Atencio. Fees caused in conformity to form No. 7.4259. The Second Mercantile Registrar, (Signatures illegible) Dr. Leonel Briceño Valbuena. Second Mercantile Registrar...the

seal corresponds to the **SECOND MERCANTILE REGISTRY. JUDICIAL CIRCUMSCRIPTION OF THE STATE OF ZULIA. BOLIVARIAN REPUBLIC OF VENEZUELA...** There are four fiscal stamps: Three worth Bs. 10 and one worth Bs.

5, all dated 02-20-91...I do certify that the above is a true and worthy translation of the original, written in Spanish, which I make on petition of the interested party in Ciudad Ojeda. In witness whereof I have set my hand and affixed my seal of office this 20<sup>th</sup>.

day of the month of April in the year of Our Lord, two thousand and fifteen.



7/68  
BLICO

Carlos Emmons Emmons  
Intérprete Público  
Gaceta Oficial No.28678 del 16/08/68  
Serial 0433  
Ciudad Ojeda  
Teléfono: 0265-413056  
0414-6744274

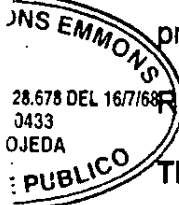
15 MAY -5 PM 4:15

RECEIVED  
ATTORNEY GENERAL  
FLORIDA

51, Carlos Emmons Emmons, who undersign, Public interpreter of the Republic of Venezuela in the English Language according to the title published in the Official Gazette No. 28.678 dated July 16, 1968, Serial No. 0433, which was registered in the Principal Registry of the Federal District, under the number 185, folio 69, of the principal and only protocol, volume 1. Certify that the adjoining, identified with fluorescent ink, has been presented to me for translation into English, textually says:

**First folio. BOLIVARIAN REPUBLIC OF VENEZUELA. Ministry of Popular Authority for Interior Relations ad Justice. AUTONOMOUS SERVICE OF REGISTRY AND NOTARY OFFICES. SECOND MERCANTILE REGISTRY OF THE STATE OF ZULIA.** He who undersigns, **CERTIFIES** that he has confronted the **Certified Photostat Copy** comprised of **six (6)** folios that hereinafter are reproduced and that it is the true ad exact transcript of the Document registered under Number 19 MINUTES OF THE MEETING DATED 09-20-2012, VOLUME 4-A-2013, SECOND MERCANTILE REGISTRY OF THE STATE OF ZULIA, DATED 09-24-2013. CORRESPONDING TO THE COMPANY REPUESTOS TEXAS MOTOR'S C.A. found inserted in Record No. 5892. Dated: **MUNICIPALITY LAGUNILLAS, SEPTEMBER 29 OF THE YEAR TWO THOUSAND AND THIRTEEN** likewise **CERTIFIES** that this **Photostat Certified Copy** has been drawn up at this Office by Official **SILVIA JULIETA PEÑA PEREZ**. Identification card No. **V-13.210.185**. Person

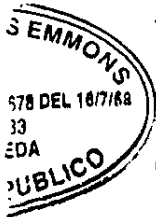
authorized by me to execute it and who undersigns each one of the pages of the present certification. (Signature illegible) . Mercantile Registrar. Attorney JAVIER



**ROBERTO FLORES. Third folio. Citizen SECOND MERCANTILE REGISTRY OF THE JUDICIAL CIRCUMSCRIPTION OF THE STATE OF ZULIA.** Your Office. I,

Minerva Villalobos, of age, bearer of the identification card No. V-12.328.722 and a resident of the Municipality Lagunillas of the State of Zulia, before you I respectfully recur and declare: I request that you issue me the quantity of one (1) certified Photostat copy of the following documents: **Minutes of the Meeting celebrated on the 09-20-2012**, which appears added in the Record No. 484-5892 that corresponds

to the mercantile denomination **REPUESTOS TEXAS MOTOR'S C.A.** . In Ciudad Ojeda, 09-23-2013. (Signed) Minerva. Telephone: 0424-6967625. **Fourth folio.**



**CITIZEN SECOND MERCANTILE REGISTRY OF THE JUDICIAL CIRCUMSCRIPTION OF THE STATE OF ZULIA. YOUR OFFICE. I, CELIA**

**ATENCIO ATENCIO**, Venezuelan, of age, Attorney in practice, bearer of the identification card No. **V-5.716.622**, registered in the Attorney's Prevention Institute under No. **21.521** and a resident of the City and Municipality Cabimas of the State of Zulia, sufficiently authorized by the Mercantile Society **REPUESTOS TEXAS**



**MOTOR'S C.A.** before you very respectfully recur to express: I accompany the present, Minutes of the Extraordinary General Meeting of shareholders of the referred company, celebrated on September 20 2012, for the effects of insertion and fixation of the same and once done, issue me two (2) certified copies. In Ciudad Ojeda on the date of its presentation. (Signature illegible). **Daily Book.** Registered on 10-21-12.

No. 25. ((Signature illegible)). **On the reverse. SECOND MERCANTILE**



**REGISTRAR OF THE JUDICIAL CIRCUMSCRIPTION OF THE STATE OF ZULIA.**

CIUDAD OJEDA, October twenty nine (29) two thousand and eleven, 2011 and 152.

The foregoing participation being presented by its Presenter for its inscription in the

Mercantile Registry, fixation and publication. May the same be carried out in

conformity, add the original to the record of the Company together with the

accompanying documents. May the publication copy be issued. The foregoing

document drawn up by Dr. Celia Atencio is registered in the Registry of Commerce

under No. 19, Volume 4-A, 4<sup>th</sup> term. Fees paid: Bs. 482 Law of National Principal

Registry. Bs. 477. Law of Regional Fiscal Stamps and in conformity to Form PUB

16572-1314430624, RESPECTIVELY. THE IDENTIFICATION WAS MADE THUS:

CELIA ATENCIO ATENCIO, I.D. No. V-5.716.622. THE SECOND MERCANTILE

REGISTRAR: (SIGNED) ILLEGIBLE. DR. JAVIER ROBERTO FLORES, SECOND

MERCANTILE REGISTRAR.. The seal corresponds to the **SECOND MERCANTILE**

**REGISTRY. JUDICIAL CIRCUMSCRIPTION. CIUDAD OJEDA. STATE OF ZULIA.**

**BOLIVARIAN REPUBLIC OF VENEZUELA.. Fifth folio. MINUTES OF THE**

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE**

**MERCANTILE SOCIETY REPUESTOS TEXAS MOTOR'S C.A. Celebrated**

September 20 2012, Today September 20 2012, being eleven in the morning, being

present at the social seat of the Mercantile Society **REPUESTOS TEXAS MOTOR'S**

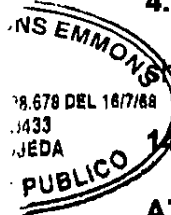
**C.A. REPUESTOS TEXAS MOTOR'S C.A.,** located in the Municipality Cabimas of

the State of Zulia, being present shareholders **EUDIO ENRIQUE ATENCIO**, bearer of

the identification card No. **V-3.637.261**, for himself, and in representation of **NINETY**

**NINE THOUSAND FOUR HUNDRED AND NINETY NINE (99.450) Shares and**

**OLGA MARTINEZ DE ATENCIO**, bearer of the identification card number **V-4.711.373**, for herself and in representation of **FIVE HUNDRED AND TEN (510)**



Shares, **JAVIER ENRIQUE ATENCIO**, bearer of the identification card number **V-14.084.554**, in his character of Vice-President and as special invitee Citizen **CELIA**

**ATENCIO ATENCIO**, Venezuelan, of age, bearer of the identification card number **V-5.716.622** and of this residence. The requirement of the publication of the

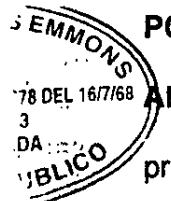
summons through the press was waived,. Shareholder **EUDIO ENRIQUE ATENCIO**,

in his character of President of the Company took the floor. He confirmed the

presence of the totality of the Social Capital, declaring the Meeting validly constituted

and apt to deliberate; immediately he presented the points on the agenda: **FIRST**

**POINT: APPROVE, DISAPPROVE OR MODIFY THE GENERAL BALANCE SHEET**



**AND THE STATE OF PROFIT AND LOSSES OF THE YEARS 2010 AND 2011**,

prior report of the Commissioner. **SECOND POINT:** Modification and appointment of

new posts of the Board of Directors. Submitting under consideration the **FIRST**

**POINT**, the President of the Society Citizen **EUDIO ENRIQUE ATENCIO MARTINEZ**

took the floor who declared that once having heard the report from the commissioner

and in view that the same perfectly reflects what have been the state of our finances,

he presents to the meeting the financial statements made by the commissioner of the

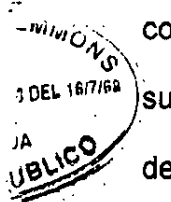
company in relation to the due periods of the years 2010 and 2011, the same were

submitted to the meeting for its consideration and approval,. Having sufficiently

debated this point, the referred state of profit and losses of the years 2010 and 2011

was unanimously approved. Continuing with the points on the agenda, the **SECOND**

**POINT** was submitted by Citizen **JAVIER ENRIQUE ATENCIO** took the floor and



declared; that by virtue of the commercial dynamic within the daily operations of the Society and whereby its members can not fully carry out the functions entrusted, he

proposes the anticipated restructuration of the Board of Directors, in such manner, he

proposes the creation of a new post of Principal Director with ample faculties of

Administration and disposition and that the same be occupied by Citizen **CELIA**

**ATENCIO ATENCIO**, heretofore identified, who being present at the meeting, he

declared his desire to accept the post, likewise, the destitution of the Commissioner

**GERMAN VERA** was proposed and the appointment of a new one and that the same

be Citizen **ABDIAS ANTONIO LAGUNA GARVETT**, Venezuelan, of age, Public

Accountant, bearer of the identification card No. **V-7.859.387**, CPC Board No. **41.166**.

and that the functions of the new Board of Directors be carried out for a period of five

59 years counted as from the present act la<ter. In consequence, that the Board of

Directors is restructured in the following manner: Citizen **EUDIO ENRIQUE ATENCIO**

**MARTINEZ** is ratified as President, as Vice-President **JAVIER ENRIQUE ATENCIO**

**MARTINEZ** and as Principal Director Citizen **CELIA ATENCIO ATENCIO**, **GERMAN**

**VERA** is revoked as commissioner, and unanimously appointed is the new

Accountant Citizen **ABDIAS ANTONIO LAGUNA GARVETT** , for a period of five 85)

and the proposition was unanimously approved by those present. In consequence,

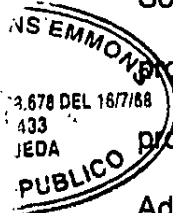
the **ELEVENTH AND TWELFTH** clauses are modified and the **FOURTH** clause is

eliminated from the constitutive act of the society and in consequence is modified in

the following manner: **FIRST CLAUSE:** The administration of the company shall be

under the charge of a President, vice-President and a Principal director, who can be

shareholders or not, they shall last five (59 years in the exercise of their functions and



they can be reelected. Should for any reason the referred appointment is not carried out at the end of the fiscal year, they shall continue in their functions until they have been removed. **THIRTEENTH:** The attributions of the President, Vice-President and the Principal Director acting jointly or separately are the following: represent the society whether judicial or extra-judicially, sign for it all the Juridical Acts or businesses, purchase, sell, record, transfer, dispose, mobilize, close bank accounts, release, accept and endorse bills of exchange, sign promissory notes, letters of credit, grant any public or private document, receive quantities of money, represent the company and commit it to any limitation, grant special and general powers-of-attorney to lawyers of their confidence with the faculties they consider convenient, also, they can revoke it, represent the society before any administrative entity and in general they can carry out all the acts tending to the benefit or improvement of the society. Not having any other matter to deal with the Meeting was concluded and a period of one hour was granted for the drawing up and signing of the present act, authorizing Citizen **CELIA ATENCIO ATENCIO**, Venezuelan, of age, Attorney in practice, bearer of the identification card No. **V-5.716.622**, registered in the Attorney's Prevention Institute under No. **21.521** and a resident of the City and Municipality Cabimas of the State of Zulia, so that she may carry out the corresponding participation of this Meeting to the respective Mercantile Registry. (Signed) **EUDIO ENRIQUE ATENCIO**. (Signed) **JAVIER ENRIQUE ATENCIO**. (Signed) **CELIA ATENCIO ATENCIO**, AND (Signed) **OLGA DE ATENCIO**. The undersigned **EUDIO ENRIQUE ATENCIO**, Venezuelan, of age, married, bearer of the identification card No. **V-3.637.261** and a resident of the Municipality Cabimas of the State of Zulia, In



his character of President of the Mercantile Company "TEXAS MOTORS C.A.",

certifies: that the foregoing copy is a true and exact transcript of its original which is

inserted in the Books of Acts of the respective Meetings. Not having any other matter

to deal with the Meeting was concluded. Citizen **CELIA ATENCIO ATENCIO**,

Venezuelan, of age, Attorney in practice, bearer of the identification card No. V-

**5.716.622**, registered in the Attorney's Prevention Institute under No. **21521** and a

resident of the City ad Municipality Cabimas of the State of Zulia, is sufficiently

authorized to carry out all the processes corresponding to the insertion of the present

act. before the corresponding Mercantile Registry. (Signature illegible), **Second**

**Folio. BOLIVARIAN REPUBLIC OF VENEZUELA. MINISTRY OF POPULAR**

**AUTHORITY FOR INTERIOR RELATIONS AND JUSTICE. AUTONOMOUS**

**SERVICE OF REGISTRY AND NOTARY OFFICES.** Date of issue: 09-24-2013.

203<sup>rd</sup>. And 154<sup>th</sup>.. The PUB has a validity of thirty (30) continuous days to be paid

from its date of issue; once the respective payment is made, it has a validity of sixty

(60) non-renewable days for the presentation of the document. Said periods being

due the PUB is voided and a new PUB should be reissued for the carrying out of the

process, having to pay the corresponding amount again. **SINGLE BANKING FORM.**

Form Number: 484-00006869. Control Number: 046-1000-5770 (U). Type of Act:

**CERTIFIED PHOTOSTAT COPY..** Name and Surname of the Petitioner: **MINERVA**

**JOSEFINA VILLALOBOS.** I.D. V-12.328.772 Name and Surname of the Depositor

.Minerva Villalobos I.D. of the Depositor: V-12.328.772. Signature of the Depositor:

Minerva. Amount in letters: **ONE HUNDRED AND SEVENTY EIGHT AND SIXTY**

**NINE CENTIMES.** Total Amount: 178.69. **ONLY FOR THE USE BY SAREN.**

15 MAY -5 PM 4:15

ISSUING OFFICER: RUBEN CAMACARO I.D. V-12.327.383. Post:

ADMINISTRATIVE ASSISTANT I. Date: September 15 2013. (Signature illegible).

RECEIVING OFFICER. Name and Surname: RUBEN CAMACARO. I.D. V-

12.327.383. Post: Administrative Assistant I. Date: September 2013 (Signature

illegible). REVIEWING OFFICER: (Illegible). I.D. (Illegible) Post: (Illegible). Date: 09-

25-13. (Signature illegible).. REGISTRAR/NOTARY OFFICER. Attorney Javier

Roberto Flores. Mercantile Registrar. I.D. V-9.765.993. Second Mercantile Registrar.

(Signature illegible)...I do certify that the above is a true and worthy translation of the

original, written in Spanish, which I make on petition of the interested party in Ciudad

Ojeda. In witness whereof I have set my hand and affixed my seal of office this 20<sup>th</sup>..

day of the month of April in the year of Our Lord, two thousand and fifteen.

