

F15000004387

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2017 APR 14 AM 10:49

V HERRING
APR 18 2017

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ACCIONA INFRAESTRUCTURAS S.A. CORP

Name of Corporation

DOCUMENT NUMBER: F15000004387

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jesus Melchor García Martínez

Name of Contact Person

ACCIONA CONSTRUCCIÓN S.A.

Firm/Company

Avda. Europa 18, Parque Empresarial La Moraleja

Address

Alcobendas (Madrid) Spain 28108

City/State and Zip Code

jesusmelchor.garcia.martinez@acciona.com

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

For further information concerning this matter, please call:

Jesus Melchor Garcia Martínez

Name of Contact Person

at (34) 916632851

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☒

\$43.75 Filing Fee &
Certificate of Status

☐

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F15000004387
(Document number of corporation (if known))

1. ACCIONA INFRAESTRUCTURAS S.A. CORP
(Name of corporation as it appears on the records of the Department of State)

2. SPAIN 3. 10/02/2015
(Incorporated under laws of) (Date authorized to do business in Florida)

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2017 APR 14 AM 10:49

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

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12/22/2016

5. ACCIONA CONSTRUCCIÓN S.A. CORP
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

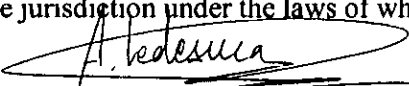
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

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

(New jurisdiction)

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



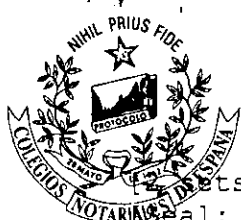
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

ANGEL LEDESMA CALICÓ

(Typed or printed name of person signing)

DIRECTOR

(Title of person signing)



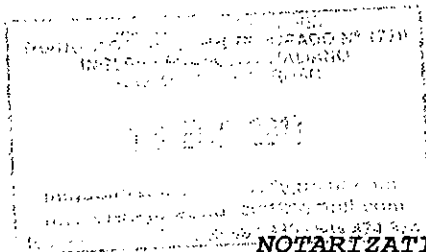
[07/2016

DE8022245

DE8022245

Seal: State seal] Sets of page numbers: DE8020503-DE8020507, DE7773974-DE7773978

[Seal: Mr. Eduardo Martin Alcalde, Notary of Alcobendas (Madrid)]



EDUARDO MARTIN ALCALDE

Notary

C/ Mariano Sebastian Izuel. 14, local

28100 - ALCOBENDAS (MADRID)

Tele: 91 652 35 00 - 91 652 26 88

Fax: 91 653 83 23

NOTARIZATION OF BUSINESS AGREEMENTS OF THE UNIPERSONAL

TRADE ENTITY "ACCIONA CONSTRUCCIÓN, S.A.", previously called

"ACCIONA INFRAESTRUCTURAS, S.A." (Change of business name".

NUMBER TWO THOUSAND NINE HUNDRED FIFTEEN. -----

IN ALCOBENDAS, my residence, on December twenty-third,
two thousand sixteen. -----

Before me, EDUARDO MARTIN ALCALDE, Notary of the
Illustrious Association of Madrid. -----

===== APPEARS: =====

MR. ÁNGEL LEDESMA CALICÓ, of legal age, Lawyer,
divorced, resident for these purposes in Alcobendas (Madrid),
"Parque Empresarial de la Moraleja", Avenida de Europa,
number 18, and bearer of current D.N.I. number 50295369-G. -

===== HE INTERVENES: =====

On behalf of the trade company "ACCIONA CONSTRUCCIÓN,
S.A." Unipersonal company, previously called "ACCIONA
INFRAESTRUCTURAS, S.A.", domiciled in Alcobendas, province of
Madrid, "Parque Empresarial de la Moraleja", Avenida de
Europa, number 18. C.I.F. number A81638108. -----



TN2099779

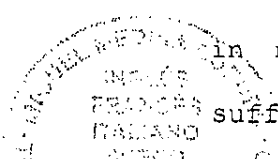
Constituted with the name "Entrecanales y Cubiertas S.A." in deed granted in Madrid on January 24, 1997, before the Notary Mr. Jose Antonio Escartin Ipiens, and registered in the Mercantile Registry of this Province, in volume 11,809, folio 83, section 8, page M-185418, registration 1. It changed its original name to "NECSO ENTRECANALES CUBIERTAS S.A." by virtue of deed granted in Madrid on April 14, 1997, before the Notary Mr. Gabriel Baleriola Lucas, which led to the 2nd registration on the company volume and page. -----

It adopted the name of "ACCIONA INFRAESTRUCTURAS S.A." by virtue of deed authorized by the then Notary of Alcobendas, Mr. Manuel Rodriguez Marin, on October twenty-sixth, two thousand five, under record number 2921, which led to the 495th registration of the cited company page in the Mercantile Registry. -----

He is found empowered for this act, by virtue of the Power that was conferred by the Administrative body of the Company through deed granted before the then Notary of Alcobendas, Mr. Manuel Rodriguez Marin, on September 21, 2007, under record number 2840, which led to the 651st registration on the cited business page. -----

An authorized and registered copy was presented to me which I consider appropriate for this granting. For the purposes provided in article 98 of Law 24/2001, I state that,

in my judgment, the accredited representative powers are sufficient for the granting of this deed. -----





He assures me of the validity of his powers, and therefore, that they have not been revoked, suspended, or limited in any form, and that the Company he represents continues at full capacity. -----



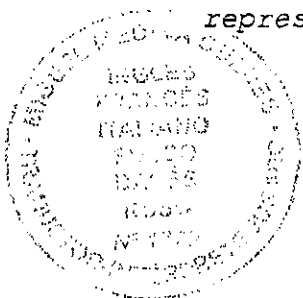
And furthermore, due to the decisions adopted by the Sole Shareholder of the Company, on December twenty-second, two thousand sixteen, as stated in the Certification issued the same day by Mr. Angel Ledesma Calico and Mr. Luis Castilla Camara, in their respective functions as representatives of the Joint Administrators, "ACCIONA CORPORACIÓN S.A." and "ACCIONA DESARROLLO CORPORATIVO S.A.", whose signatures I recognize and consider legitimate. -

I, the Notary, collect said Certification and I include it with this deed as an attached document. -----

For the purposes provided in article 98 of Law 24/2001, I state that, in my judgment, the accredited representative powers are sufficient for the granting of this deed and the acts contained within it. -----

He assures me of the validity of his powers, and therefore, that they have not been revoked, suspended, or limited in any form, and that the Company he represents continues at full capacity. -----

Regarding the obligation of identification of the real owner referred to in Law 10/2010, of April 28, the respondent states that such identification is not necessary as the represented company is included in the exceptions listed in



the last paragraph of article 4, part 2b) of the cited Law,
as well as in part 4 of article 9 of Royal Decree 304/2014,
of May 6, which approved the Regulation of the cited Law
10/2010. -----

I know the respondent, and I judge him, as he acts, with
the necessary legal capacity to formalize this deed of

NOTARIZATION OF BUSINESS AGREEMENTS, for which purpose, ---

===== HE GRANTS: =====

I. That, in his stated intervention, he notarizes and
makes public the decisions adopted by the Sole Shareholder of
the Entity on December twenty-second, two thousand sixteen,
which are the following: -----

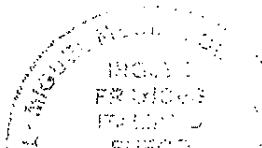
1. To Modify the denomination of the company, which
hereinafter will be called "ACCIONA CONSTRUCCIÓN, S.A.". ---

2. New drafting of article 1 of the Bylaws. -----

II. All the above is duly transcribed in the notarized
Certification, whose content I include, reproduced here to
avoid useless repetitions. -----

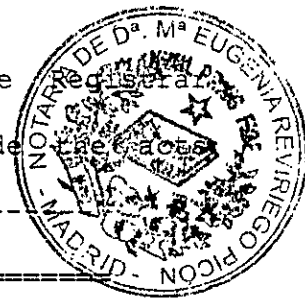
III. The respondent, as he acts, provides me with the
Certification from the Central Mercantile Registry, Section
of Denominations, current, which states that the cited
denomination IS NOT REGISTERED. -----

I, the Notary, collect said Certification and include it
with this deed as an attached document. -----





IV. It is requested that the Mercantile registers this deed in his records, to include the data contained in this instrument. -----



===== GRANTING AND AUTHORIZATION: =====

So states and grants the respondent, in his stated intervention, to whom I have discussed the legal warnings and reservations, among them those related to the Mercantile Registry Regulations. -----

The Respondent accepts the inclusion of his data and the copy of his identification document into the files of the Notary office in order to perform the Notary functions and make the data communications to the Public Administrations required by Law and, if necessary, to the Notary who succeeds the current in office. He may exercise his rights of access, rectification, cancellation and opposition to the authorizing Notary. -----

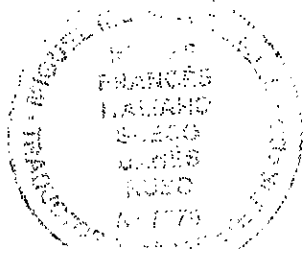
I fully read this deed to the respondent, at his election, and finding it in accordance with his will, he ratifies its content and signs it. -----

And I, the Notary, attest: -----

a. That the consent of the grantor has been freely given. -----

b. That the granting is suitable to the law and the duly informed and free will of the Respondent. -----

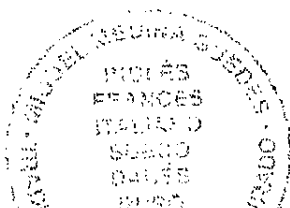
c. That I know the respondent and that this present deed is issued on four sheets of sealed paper used exclusively for



notary use, on this page and the three previous in
consecutive numerical order, of the same series, I, the
Notary, attest. -----

THE SIGNATURE OF THE RESPONDENT FOLLOWS. PRINTED,
SIGNED "EDUARDO MARTIN ALCALDE", INITIALED AND SEALED.

ATTACHED DOCUMENTS. -----





MR. LUIS CASTILLA CAMARA and MR. ÁNGEL LEDESMA CALICO, in their positions as representatives for the exercise of the functions of the offices of Joint Administrators held by "ACCIONA DESARROLLO CORPORATIVO, S.A." and "ACCIONA CORPORACIÓN, S.A." respectively, in the company "ACCIONA INFRAESTRUCTURAS, S.A." (Unipersonal company).

THEY CERTIFY:

That on December 22, 2016, in Alcobendas (Madrid), Avda. de Europa, 18, the sole partner, in exercise of the powers of the General Meeting, in accordance with the provisions established in article 15 of the Law on Capital Companies, adopted, among others, the following decisions:

"FIRST – Modification of the business denomination of the company

To modify the denomination of the company which, hereinafter, will be known as ACCIONA CONSTRUCCIÓN, S.A., modifying, consequently, article 1 of the Bylaws, whose new reading is established as follows:

Article 1 – The Company is called ACCIONA CONSTRUCCIÓN, S.A. and will be governed by these Bylaws and by the other legal provisions that may be applicable.

THIRD – Delegation of powers

To empower the Joint Administrators so that either of them, individually, may grant as many public or private documents as may be necessary or appropriate for the notarization and execution of the agreements adopted, with the express power of correction.

FOURTH – Reading and approval, if appropriate, of the minutes of the meeting

To approve this act, which is signed in the time and place indicated above."

To all of which, we attest by means of this Certificate which we issue and sign in Alcobendas (Madrid), December 22, two thousand sixteen.

THE JOINT ADMINISTRATORS

ACCIONA CORPORACIÓN, S.A.

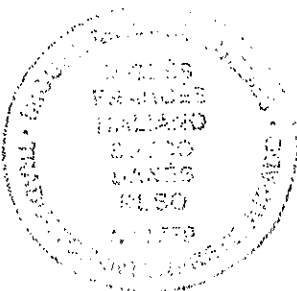
ACCIONA DESARROLLO CORPORATIVO, S.A.

[Signature illegible]

[Signature illegible]

Mr. Angel Ledesma Calico

Mr. Luis Castilla Camara



CENTRAL MERCANTILE REGISTRY
SECTION OF DENOMINATIONS

PRINCIPE DE VERGARA, 94
TELEPHONE: 902 88 44 42
28006 MADRID

CERTIFICATION NO: 16150552

MR. José Miguel Masa Burgos, Central Mercantile Registrar,
based on the interest of:

Mr. ACCIONA INFRAESTRUCTURAS, S.A.,
in request presented on 30/09/2016 and with entry number
16153548

I CERTIFY: That THERE IS NO registration of the denomination

ACCIONA CONSTRUCCION, S.A.

Consequently, SAID DENOMINATION IS RESERVED in favour of the
cited interested party, for a period of SIX MONTHS from the date
indicated below, in accordance with the provisions established in
article 412.1 of the Mercantile Registry Regulations.

Madrid, October third, two thousand sixteen.

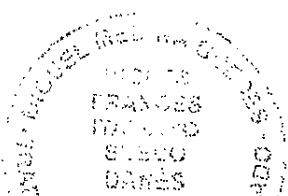
[Signature illegible]

THE REGISTRAR

[Seal: Central Mercantile Registrar of Madrid]

NOTE: This certification will be valid, for the purposes of
granting a deed, for THREE MONTHS from the date of its issuance,
in accordance with the provisions established in article 414.1 of
the Mercantile Register Regulations.

DILIGENCE: In order to state that the appropriate REGULATORY
AUTHORIZATION has been provided together with the application for
denomination.



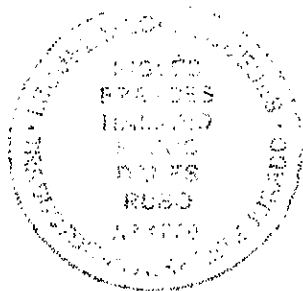


THIS IS AN AUTHENTIC COPY of its original, held under the number indicated above. And for the record, this at the request of the company "ACCIONA CONSTRUCCION S.A." on five sheets of sealed paper used exclusively for Notary documents, the present and the previous in consecutive numerical order. In ALCOBENDAS, December twenty-third, two thousand sixteen. I ATTEST. -----

NOTARY FEE. DUTIES ACCRUED. Applicable fees, numbered: 1, 4, 7, 8
DOCUMENT WITHOUT AMOUNT. TOTAL: 65.68 € (Taxes excluded)

[Signature illegible]

[Seal: General Council of Spanish Notaries, 0223684650]



[DE8022250]

[coat of arms]
**MERCANTILE REGISTRY
OF MADRID**
Paseo de la Castellana 44
28046 MADRID

MERCANTILE REGISTRY OF MADRID

THE MERCANTILE REGISTRAR who undersigns, after prior examination and qualification of the preceding document, in accordance with articles 18 of the Code of Commerce and 6 of the Mercantile Registry Regulations, and having complied with the provision of article 15 of said regulation, has decided to proceed to its registration. It is certified for all appropriate legal purposes, and in particular, the registration that has been made with the following details:

Volume: 31.318 Folio: 193 Section: 8 Page: M-185418

Registration: 849

DOCUMENT PRESENTED: 2016/158.840,0 JOURNAL: 2.714 ENTRY: 59

Entity: ACCIONA CONSTRUCCIÓN SA

Madrid, JANUARY 5, 2017

THE REGISTRAR

[Signature illegible]

[Seal: Mercantile Registry Registrar]

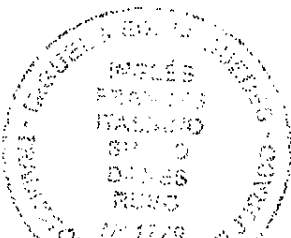
The Reduction of Royal Legislative Decrees 6/1999, 6/2000, 8/2010 and RD 1612/2011 are applied.

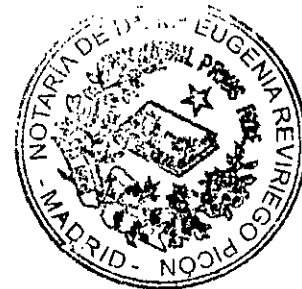
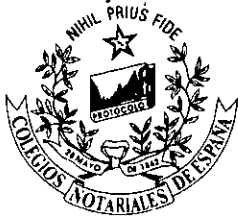
BASE: THIRTY-TWO EUROS AND FORTY-FIVE CENTS APPLIED

***** 32,45 €

LOPD: For the purposes of Organic Law 15/1999 of December 13, on the Protection of Personal Data, be informed that:

- 1.- The personal data expressed in this document have been incorporated into the files of the Registry and to the files in the database of the previous, whose responsibility is the Registrar, and whose use and purpose is that expressly provided in the registry regulations. The information contained shall only be communicated in the occasions provided by law for the purpose of satisfying the requests formally made in accordance with the registry legislation.
- 2.- When the results are compatible with the legislation specified, the parties' rights of access, rectification, cancellation and opposition established in the cited Law shall be recognized, directing said rights to the management of the Registry.
- 3.- The obtaining and treatment of the data in the indicated manner is a necessary condition for the provision of these services.





I, **EDUARDO MARTIN ALCALDE**, Notary of the Illustrious Association of Madrid, with residence in Alcobendas, **ATTEST AND WITNESS** that the present document, made up of six sheets of state letterhead used exclusively for Notary documents, numbered the present and previous in consecutive order, and is an exact and true copy of the document that I have seen and returned. In Alcobendas, January tenth, two thousand seventeen. I ATTEST. -----

Entered in the Indicator Book with no. 80

[Signature illegible]

[Seal: General council of Spanish Notaries, 0222856965]

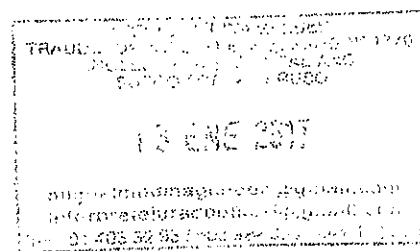
[Seal of legitimation and legalization: A052129406]

[Seal: Mr. Eduardo Martin Alcalde, Notary of Alcobendas]

NOTARIADO DE MADRID
17 ENE 2017

Madrid,

17 ENE 2017



CERTIFICATION

MIGUEL MEDINA GUEDES

Sworn Translator in English

appointed by the Spanish

Ministry of Foreign Affairs

CERTIFIES that the above translation is
a true and full translation into English
from a document worded in Spanish.

Madrid, 13/01/2017

Signature

CERTIFICACIÓN

MIGUEL MEDINA GUEDES

Intérprete jurado de Inglés

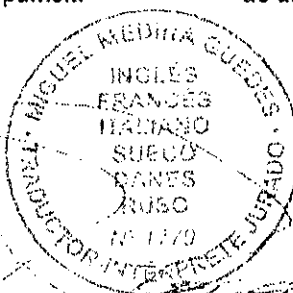
nombrado por el Ministerio de

Asuntos Exteriores y de Cooperación

CERTIFICA que la que antecede es
traducción fiel y completa al Inglés
de un documento redactado en Español.

En Madrid, a 13/01/2017

Firma





YO, MARIA EUGENIA REVIRIEGO PICON, NOTARIO DE MADRID Y DE
SU ILUSTRE COLEGIO.-----

DOY FE: Que la presente fotocopia compuesta de siete
folios de papel de los Colegios Notariales de España,
serie TM, números el presente y los seis anteriores en
numeração, coincide bien y fielmente con el documento
que he tenido a la vista en idioma **inglés** que conozco en
lo pertinente y al que me remito. Asiento Libro Indicador
número:123. Madrid, a diecisiete de enero de dos mil
diecisiete.-----



COLEGIO NOTARIAL DE MADRID
MADRID, A 17 DE ENERO DE 2017

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. País: **España**

Country/Pays

El presente documento público
This public document / Le présent acte public

2. ha sido firmado por D^a María Eugenia

has been signed by / a été signé par

Reiniego Picón

3. quien actúa en calidad de **NOTARIO**

acting in the capacity of / agissant en qualité de

4. y está revestido del sello / timbre de su Notaría

bears the seal / stamp of / est revêtu du sceau / timbre de

CERTIFICADO

Certified / Attesté

5. en Madrid

at / à

6. el día 16 FEB. 2017

the / le

7. por el Decano del Colegio Notarial de Madrid

by / par

8. bajo el número 010604

N° / sous n°

9. Sello / timbre:

Seal / stamp / Sceau / timbre

10. Firmar

Signatures / Signature:

Don Fernando Fernández Medina

Don Fernando Fernández Medina

Firma delegada del Decano

