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FOREIGN PROFIT/NONPROFIT CORPORATION
G.P.M INSTRUMENTACION Y CONTRL C.A. CORP.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. G.P.M INSTRUMENTACION Y CONTROL C.A. CORP.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co." or "Corp.")

N/A

(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. J-95149510

(FEI number, if applicable)

4. JANUARY 29, 1990

(Date of incorporation)

5. PERPETUAL

(Date of duration, if other than perpetual)

6. UPON QUALIFICATION

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

7. 228 UNARE II, PASEO CARONI, TORRE INCA, PISO 2, OFICINA 3 PUERTO ORDAZ, EDO. BOLIVAR, VENEZUELA

(Principal office address)

1335 NW 98TH COURT SUITE # 7 MIAMI, FL 33172

(Current mailing address, if different)

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

Name: ADOLFO E IGLESIAS

Office Address: 12060 SW 129TH COURT, SUITE # 1040

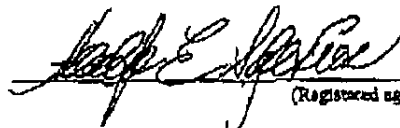
MIAMI, FL Florida 33186

(City)

(Zip code)

9. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above named 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.

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P. 003

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

A. DIRECTORS

Chairman: GUSTAVO ENRIQUE GAMBOA VILLARROEL

Address: 1335 NW 98TH COURT SUITE # 7

MIAMI, FL 33172

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: GUSTAVO ENRIQUE GAMBOA VILLARROEL

Address: 1335 NW 98TH COURT, SUITE # 7

MIAMI, FL 33172

Vice President: GABRIEL D'PASCUALE

Address: 1335 NW 98TH COURT, SUITE # 7

MIAMI, FL 33172

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 11 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 §817.155, F.S.

13. GUSTAVO ENRIQUE GAMBOA VILLARROEL

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

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P. 004



CERTIFICATE OF TRANSLATION

I, Anna Maria Pierluissi am fluent in both English and Spanish, and therefore, I am competent to translate from Spanish into English, and certify that the translation of GPM INSTRUMENTACIÓN Y CONTROL, C.A.'s Articles of Incorporation is true and accurate to the best of my abilities.

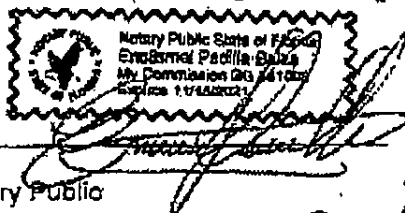
Signature

Name of Translator: Anna Maria Pierluissi

STATE OF FLORIDA

COUNTY OF Miami Dade

The foregoing instrument was acknowledged before me this April 09, 2018 (date), by Anna Maria Pierluissi (name), who is personally known to me or who has produced Driver License (type of identification) as identification.



Notary Public

Printed Name: Enolismar Padilla

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APR/12/2018/THU 04:56 PM

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P. 005

[Five revenue stamps for a total of Bs. 2,540.00]

**MERCANTILE REGISTRY
OF THE
JUDICIAL CIRCUMSCRIPTION OF THE STATE OF BOLIVAR**

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The undersigned, DOCTOR IVAN ARANGO AVENDAÑO, Mercantile Registrar of the Judicial Circumscription of the State of Bolívar, CERTIFIES that he has compared the photocopy made up of 41 folios, reproduced below, and which is a true and exact transcript of the Articles of Incorporation and each of the modifications that comprise the file of the commercial company G.P.M. INSTRUMENTACIÓN Y CONTROL C.A. dated January 28, 1990 that are added to file N° 4704 with the aforementioned date. Likewise, he CERTIFIES, by analogue application of Article 120 of the Public Registry Law that this Photocopy has been made in this Office by MARIA JOSEFA YANEZ, with Identity Card N° 3.801.741, a person, capable, and authorized by me to do so and who together with me signs each of the pages of this certification.

[Ink stamp and two illegible signatures on right bottom corner of all the pages]

[Official sealed paper H-87 N° 14981107 that bears the following ink stamp on its right upper margin]

BAR ASSOCIATION
STATE OF BOLIVAR
Caroni Delegation
TREASURY
Collector: [illegible]
Value: 7,500.00

**MERCANTILE REGISTRAR OF THE JUDICIAL CIRCUMSCRIPTION OF THE
STATE OF BOLIVAR, WITH OFFICE IN PUERTO ORDÁZ**

I, GILBERTO EDUARDO PAREDES DOMÍNGUEZ, Venezuelan, of legal age, electrical engineer, of this domicile and holder of Identity Card N° 649.584, acting as **PARTNER** and **DIRECTOR** of the commercial company **GPM**

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INSTRUMENTACIÓN Y CONTROL C.A. (GPM) and duly authorized for this act by its General Shareholders Meeting, assisted by Dr. MIRIAM IDROGO DE DELGADO, practicing attorney of this domicile, Bar Member N° 8.667, submit to your competent authority the **ARTICLES OF INCORPORATION-BYLAWS** of said corporation for registration in the Commercial Registry under your charge, attaching the bank deposit slips that evidence the capital, in cash, that has been contributed for its incorporation, so that it be added to the file to be opened for such purpose.

I request that a certified copy of these documents and of the writs related to them be issued, after complying with the corresponding registration procedures, for due publication and the subsequent legal ends.

In Ciudad Guayana, Caroni Municipality of the State of Bolívar on the twenty-sixth (26th) day of the month of January, 1990.

[Illegible signature]

GILBERTO EDUARDO PAREDES DOMINGUEZ

Director

[Illegible signature]

MIRIAM IDROGO DE DELGADO

Assisting Attorney

[Ink stamp and illegible signature]

[On official sealed paper H-87 numbered from 14981101 to 14981103. The front pages of the Articles of Incorporation bear the illegible signature and ink stamp of the attorney MIRIAM IDROGO DE DELGADO on the left upper margin, and on the right the ink stamp of the COLLEGE OF ATTORNEYS]

We, GILBERTO EDUARDO PAREDES DOMINGUEZ, Venezuelan, of legal age, electrical engineer (major in control systems), domiciled in Ciudad Guayana, Caroni Municipality of the State of Bolívar, and holder of Identity Card N° 648.594; and GUSTAVO ENRIQUE GAMBOA VILLARROEL, Venezuelan, of legal age, Technologist in instrumentation, with the same domicile, and holder of Identity Card N° 5.475.087, declare that we have agreed to incorporate, as in fact we do in

APR/12/2018/THU 04:56 PM

FAX No.

P. 007

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18 APR 12 AM 10:08
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this act, a commercial company in the form of a corporation, which will be governed by the provisions of the Code of Commerce and by the clauses contained in this document that has been drawn up with sufficient amplitude to serve as **ARTICLES OF INCORPORATION - CORPORATE BYLAWS**.

CHAPTER I

NAME, DOMICILE, OBJECT AND DURATION

FIRST: The Corporation will be called "**GPM INSTRUMENTACIÓN Y CONTROL C.A.**" and may also be identified with the abbreviation "**GPM**".

SECOND: The main domicile of the corporation shall be in Ciudad Guayana, Gacón Municipality of the State of Bolívar, and may establish branches, agencies, offices or representations anywhere else in the country or abroad.

THIRD: The object of the corporation is to provide services of instrumentation and control of industrial processes; its principal activities fall within this field oriented to the areas of maintenance, sales and installation, as well as the representation of any national and foreign commercial or industrial firms, importers and exporters, and any act of business of licit commerce.

FOURTH: The Corporation shall last for **TWENTY (20) YEARS** from the date of its registration in the corresponding Mercantile Registry, and the duration may be extended or shortened after complying with the legal formalities.

CHAPTER II

STOCK CAPITAL AND SHARES

FIFTH: The stock capital of the Corporation is **TWO HUNDRED THOUSAND BOLIVARS (Bs. 200,000.00)**, divided into **TWO HUNDRED (200) SHARES** with a value of **ONE THOUSAND BOLIVARS (Bs. 1,000.00)** each. Said capital has been totally subscribed and paid in by the shareholder as follows:

1. **GILBERTO EDUARDO PAREDES DOMÍNGUEZ** subscribes and pays in **ONE HUNDRED (100) SHARES** representing **FIFTY PERCENT (50%)** of said stock capital, i.e. the amount of **ONE HUNDRED THOUSAND BOLIVARS (Bs. 100,000.00)**, paid in cash deposited in checking account opened in the Corporation's name, per attached bank voucher.

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18 APR 12 AM 10:08
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TALLAHASSEE, FLORIDA

2. GUSTAVO ENRIQUE GAMBOA VILLARREAL subscribes and pays in **ONE HUNDRED (100) SHARES** representing **FIFTY PERCENT (50%)** of said stock capital, i.e. the amount of **ONE HUNDRED THOUSAND BOLIVARS (Bs. 100,000.00)**, paid in cash deposited in checking account opened in the Corporation's name, per attached bank voucher.

SIXTH: The shares are nominative and indivisible, not convertible to bearer and give their owners equal rights in proportion to the number of shares owned, with one vote per share at the Shareholders Meeting. Shares may not be disposed of without first offering to sell them to the other shareholders, and the intent to sell them, or carry out any negotiation that implies ownership transfer, must be communicated to the shareholders in writing. The shareholders will have the right of preference to purchase them in a period not greater than **THIRTY (30) days** following said notification, in the understanding that the offering shareholder is free to dispose of them to third parties, if said term has elapsed without having made use of such preferential right.

CHAPTER III

MANAGEMENT OF THE CORPORATION

SEVENTH: The Corporation shall be directed and managed by a Board of Directors made up of **TWO (2) DIRECTORS**, who shall last in office for **TWENTY (20) YEARS**, and shall be elected by the General Shareholders Meeting.

EIGHTH: The **DIRECTORS** may act separately and each one of them shall have the most ample direction, administration and disposal powers. In this regard, among others, they shall exercise the following powers:

A. Appoint general or special legal agents/representatives, constitute managers holding powers of attorney, granting them the corresponding powers and revoking them whenever considered convenient. B. Request credits of any type and grant the necessary securities, and such credits shall be obligatorily destined for the Corporation. C. Purchase, sell, mortgage, lease and lien all sorts of chattel and real estate, setting forth in each case the conditions they consider convenient. D. Draw, accept, endorse and negotiate checks, promissory notes, bills of exchange and

APR/12/2018/THU 04:57 PM

FAX No.

P. 009

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18 APR 12 AM 10:08
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other credit instruments. E. Open, mobilize and close bank accounts. F. Make and direct the work plans of the Corporation. G. Consider and approve the investment and expense budgets in accordance with the financial plans. H. Appoint and remove the Corporation's personnel, establishing the corresponding wages and salaries. I. Authorize the celebration of all acts, agreements, businesses and procedures necessary or convenient for the proper operation of the Corporation. J. Call the ordinary and extraordinary meetings. K. Consider and decide about other matters that require the approval of the Meeting, and, in general, comply and enforce the meetings decisions. L. Prepare annually a general balance sheet and profit and loss statement, and deliver them to the Statutory Auditor prior the meeting that will discuss them. M. Subscribe shares on behalf of the Corporation in other commercial companies. N. Sign all the acts and documents that bind the Corporation or that refer to it, and, in summary, perform all the proceedings, carry out all the steps and negotiations necessary to the Corporation's interests. The powers granted herein are illustrative and not limiting in nature.

NINTH: The members of the Board of Directors may or not be shareholders of the Corporation; however, they must deposit two shares or get two shares deposited in the Corporate Fund in order to take office.

CHAPTER IV

GENERAL SHAREHOLDERS MEETINGS

TENTH: The supreme authority of the Corporation corresponds to the **GENERAL SHAREHOLDERS MEETINGS**; they may be ordinary or extraordinary. **ORDINARY SHAREHOLDER MEETINGS** shall be held once a year within the first quarter, on the date and at the time indicated in the notice of call. **EXTRAORDINARY SHAREHOLDER MEETINGS** shall be held any time it is of the interest to the Corporation, at the judgment of the Board of Directors. In any event, any meeting will be valid, even if no call has been made, provided that the totality of the stock capital is represented therein. All the decisions of the meetings are of mandatory compliance by the shareholders even those that had not attended them.

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18 APR 12 AM 10:08
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ELEVENTH: GENERAL SHAREHOLDERS MEETINGS shall have, among others, the following powers. A. Discuss, approve and modify the general balance sheet and the profit and loss statement, with a view to the Statutory Auditor's report. B. Appoint the members of the Board of Directors and the Statutory Auditor. C. Hear of any matter that is specially submitted to it, and D. Reform, totally or partially, these Articles of Incorporation-Bylaws, deleting or including new clauses.

CHAPTER V

THE STATUTORY AUDITOR

TWELFTH: The **GENERAL SHAREHOLDERS MEETING** will appoint the **STATUTORY AUDITOR**, who must last at least **FIVE (5) YEARS** in office, and may be re-elected, but will remain in office while not replaced by a new appointee. The **STATUTORY AUDITOR** will exercise the most ample control and inspection powers of all the Corporation's operations, even examining the books, correspondence of the Corporation and, in general, all the Corporation's documents. In addition, he must submit an annual report to the **GENERAL SHAREHOLDERS MEETING** at the time it is held.

CHAPTER VI

FISCAL YEAR, GENERAL BALANCE SHEET AND LIQUIDATION

THIRTEENTH: The fiscal year of the Corporation starts on January first and ends the thirty-first of every year. Its first fiscal year begins from the time it is legally incorporated until December thirty-first of the relevant year. On this date, accounts will be closed and the general balance sheet, indicating the profit or loss, will be prepared. The profit sharing will be done as follows: **FIVE PERCENT (5%)** for a reserve fund until it reaches **TEN PERCENT (10%)** of the Corporation's stock capital, and the remainder will be distributed among the shareholders in proportion to the number of shares they own, subject to the economic and mandatory rules in effect in the country.

FOURTEENTH: In case of termination or dissolution of the Corporation due to expiration of its term or for the causes established in the Code of Commerce, an **EXTRAORDINARY SHAREHOLDERS MEETING** shall be called to agree to its

APR/12/2018/THU 04:57 PM

PAK No.

P. 011

liquidation, to appoint a liquidator, establishing his powers, which shall be participated to the Registry of Commerce.

FINAL PROVISIONS

The partners **GUSTAVO ENRIQUE GAMBOA VILLARROEL** and **GILBERTO EDUARDO PAREDES DOMINGUEZ**, previously identified, are designated Directors; and as **STATUTORY AUDITOR, VICTOR MUSTAFA FLORES**, Venezuelan, of this domicile, Certified Public Accountant, College member N° 5563, and holder of Identity Card N° 4.030.103. The partner and Director **GILBERTO EDUARDO PAREDES DOMINGUEZ** is authorized to make the presentation of these Articles of Incorporation Bylaws to the corresponding Mercantile Registry, as well as to perform all the procedures inherent to its registration, publication and other legal steps.

Thus we grant and subscribe, in Ciudad Guayana, on the twenty-sixth (26th) day of the month of January 1990.

[Illegible signature]

GUSTAVO ENRIQUE GAMBOA VILLARROEL

[Illegible signature]

GILBERTO EDUARDO PAREDES DOMINGUEZ

REPUBLIC OF VENEZUELA, MERCANTILE REGISTRY OF THE JUDICIAL CIRCUMSCRIPTION OF THE STATE OF BOLIVAR, WITH OFFICE IN PUERTO ORDAZ.

The foregoing documents have been presented in this Office by **GILBERTO EDUARDO PAREDES D.**, today, January 26, 1990 at 4:05 p.m., comprising four (4) folios and two (2) attachments.

THE MERCANTILE REGISTRAR

[Ink stamp and illegible signature]

Dr. DANIEL MONTES DE OÑA REYES

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REPUBLIC OF VENEZUELA, MERCANTILE REGISTRY OF THE JUDICIAL
CIRCUMSCRIPTION OF THE STATE OF BOLIVAR

Puerto Ordaz, January 29, 1990

The foregoing participation was submitted and the legal requisites were complied with; register it in this Mercantile Registry office together with the minutes. Post and publish the corresponding entry. Create the file and add the original and the accompanying documents. Issue the requested certified copy for publication and those that were requested.

The preceding document, drawn up by the attorney MIRIAN I. DE DELGADO, is registered in the Registry of Commerce under N° 31, Tome A- N° 79.
Duties paid: In Revenue Stamps (Bs. 445.)

Identification was done thus: GILBERTO EDUARDO PAREDES D., with Identity Card N° 649.594.

THE MERCANTILE REGISTRAR

[ink stamp and illegible signature]

Dr. DANIEL MONTES DE OCA REYES

File was created on January twenty-nine, nineteen hundred ninety-nine.

Registry – Solvency Certificates – Article 102 of the Income Tax Law

A – Names and Surnames of the Document holder: GILBERTO E. PAREDES D.
and GUSTAVO E. GAMBOA V.

Identity Card Number 649.594 and 5.474.087

B - Number and date of the certificate. N° 0655140 and 0649352

Date: Valid until 03-31-90 and 03-31-90

C - Office Issuing the Document Guayana

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APR/12/2018/THU 04:58 PM

FAX No.

P. 013

D - Operation to which the certificate refers Incorporation of a CORPORATION

E - Full name and Identity Card number of the person validated the Operation:

Mary de Sarmiento, with Identity Card N° 4.022.354

[Ink stamp and illegible signature]

Dr. DANIEL MONTES DE OCA REYES

PUERTO ORDAZ

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