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Electronic Filing Menu

Corporate Filing Menu

Help



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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. VALOREX S.A.S. 1. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," of "Corp.") VALOREX S.A.S. INC (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida) COLOMBIA (FEI number, if applicable) (State or country under the law of which it is incorporated) FEBRUARY 27, 1998 PERPETUAL (Date of duration, if other than perpetual) (Date of incorporation) DATE OF FILING (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability) 2121 NORTH BAYSHORE DRIVE SUITE 1001 MIAMI, FL 33137 (Principal office address) (Current mailing address, if different) 8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable) IVAN DAVID RAMIREZ ALZATE Name: 2121 NORTH BAYSHORE DRIVE, STE 1001 Office Address: MIAMI , Florida

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)

(City)

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:
Address:
Vice Chairman:
Address:
Disasteri
Director:
Address:
Director:
Address:
B. OFFICERS
IVAN DAVID RAMIREZ ALZATE President:
2121 NORTH BAYSHORE DRIVE, SUTTE 1001 Address:
MIAMI, FL 33137
SANTIAGO VALENCIA Vice President:
3530 MYSTIC POINTE DRIVE, SUITE 408 Address:
AVENTURA, FL 33180
Secretary:
Address:
Treasurer:
Address:
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.
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 s.817.155, F.S. IVAN DAVID RAMIREZ ALZATE - PRESIDENT
LV AIN LIA VILLA AINTREL AL LA LE CERCATTENT

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

RAFAEL VEGA RAMÍREZ - Certified Translator Telephone (574) 2689754 rega2009@miune.net

Medellin, July 10, 2019

REPUBLIC OF COLOMBIA DEPARTMENT OF ANTIOQUIA MEDELLÍN

Official Translation of Documents written in Spanish

TRANSLATOR'S CERTIFICATION

The underwritten, Luis Alejandro Daniel Rafael Vega Ramirez, undersigned Official Translator and Interpreter in and for the Republic of Colombia with license granted by the Colombian Ministry of Justice per Resolution Nº. 00150 dated February 27, 1998, duly sworn and qualified to act as such and whose signature is registered in the Office of Legalization of the Ministry of Foreign Relations of Colombia in the city of Bogotá, hereby certify that the documents attached herein are a true and complete translation of the following documents written in Spanish that I had before me:

- Certificate of Existence and Legal Representation of the company VALOREX S.A.S.
 issued by the Medellin Chamber of Commerce o June 19,2019.
- Tributary Registration Form of the company VALOREX S.A.S. with the Colombian Tax and Customs Organization." DIAN"

I also wish to testify that the seal that appears stamped over my signature on all the pages of this document reads:

Luis Alejandro Daniel Rafael Vega Ramfrez
Official Translator and Interpreter
Resolution no.00150
Issued by the Colombian Ministry of Justice on
February 27, 1998

In testimony, thereof, I sign my name and place my official seal in the dity of Medellin, today July 10, 2019.



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MEDELLIN CHAMBER OF COMMERCE FOR ANTIQUIA

Certificate of Existence and Legal Representation

Date issued; June 19; 2019 - 12:07:07 PM Receipt: 0018577549 Price: \$00



Verification Code: dcglkzibcdcckdh

To verify the contents and reliability of this certificate, visit www.certificadoscamara.com and enter the verification code. This certificate, may be validated up to four (4) times during 60 calendar days counted from the date of issuance of the certificate, it corresponds to the image and contents of the certificate created at the time it was generated at our headquarters or through the

virtual platform of the Chamber of Commerce

CERTIFICATE OF EXISTENCE AND LEGAL REPRESENTATION

The SECRETARY OF THE MEDELLIN CHAMBER OF COMMERCE FOR ANTIOQUIA, based on the registrations and inscriptions of the Mercantile Registry,

CERTIFIES

NAME, IDENTIFICATION AND BUSINESS ADDRESS

CORPORATE NAME:

VALOREX S.A.S.

REGISTERED RESIDENCE:

MEDELLÍN

TRIBUTARY IDENTIFICATION:

NIT 901160232-6

COMMERCIAL REGISTER

Commercial registration number:

21-61935-12 28/02/2018

Registration Date: Last year renewed:

2019

Registration renewal date:

01/04/2019

Total assets:

COP\$10,500,000

NIIF Group:

4 - GROUP III. Micro-companies.

LOCATION AND GENERAL INFORMATION

Address Headquarters:

Calle 18 35 69 Suite 1-9959 Palms

Municipality:

Avenue Business Center

Business Phone 1:

MEDELLÍN, ANTIOQUIA, COLOMBIA 4440816

Business Phone 1:

Doesn't report

Business Phone 3: E-mail:

info@cyglegal.com

Address for legal notification:

Calle 18 35 69 Suite 1-9959 Palms

Avenue Business Center



MEDELLIN CHAMBER OF COMMERCE FOR ANTIOQUIA

Certificate of Existence and Legal Representation

Date issued; June 19, 2019 - 12:07:07 PM* Receipt: 0018577549 Price: \$00



Verification Code: dcjglkzibcdcckdh

City:

MEDELLÍN, ANTIQUIA, COLOMBIA

Telephone for legal notification 1:

3128785843 Doesn't report

Telephone for legal notification 2: Telephone for notification 3:

Doesn't report

Notification e-mail:

nfo@cyglegal.com

Authorization for personal notification via e-mail in accordance with the provisions of Article 67 of the Administrative Procedures and Administrative Code: YES

CLASSIFICATION OF ECONOMIC ACTIVITIES - CITU

Main activity:

7020: Management Consultancy Activities

INCORPORATION

INCORPORATION: That with a private document dated February 26, 2018 of the sole shareholder, registered in this chamber of commerce on February 28, 2018 with number 4601 In book IX of the mercantile registry, the following Simplified Commercial Share Company was established:

VALOREX S.A.S.

LIST OF REFORMS

Up to the current date the Company has not been reformed.

TERM OF DURATION

DURATION: That the company is not dissolved and its duration is indefinite.

SOCIAL PURPOSE

SOCIAL PURPOSE: The purpose of the company will be to provide advice on business matters, especially on national and international investment banking, asset structuring, finances and taxation of business groups. It will also manage financing operations with local or international banks, and local or international private equity funds, among other entities. The company may provide consultancy relative to acquisitions, mergers and spin-offs of commercial, production and general service companies, in order to generate added business value.

In the development of its corporate purpose, it may provide advice on financial, tax, foreign exchange and legal matters at a national and international level with its own team or with different correspondents specialized in these matters.



MEDELLIN CHAMBER OF COMMERCE FOR ANTIOQUIA Certificate of Existence and Legal Representation

Date issued; June 19, 2019 - 12:07:07 PM Receipt: 0018577549 Price: \$00

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It will principally develop its corporate purpose by providing consulting and advice on business structuring; preparation of market studies; marketing design plans and product sales.

In the development of its corporate purpose, it may also provide advice on business creation; business legal consultancy; customs legislation, tax planning, foreign exchange legislation in Colombia and in other countries; advice on Intellectual property; handling business with public entities to streamline processes both in Colombia and in other countries.

It may also provide representation, commercial agency or mandate services with foreign companies that wish to provide consulting and advisory services in Colombia as well as to develop franchises inherent to the services described in its corporate purpose. It can participate in foreign companies and receive capital from them in the development of strategic alliances, and obtain contracts representing other brands and companies related to the ordinary course of its business. In the development of its corporate purpose it may: purchase, usufruct, encumber or limit, give or otherwise lease all kinds of movable or immovable property and self them, pledge them either to guarantee its own obligations or those of third parties with prior authorization of the General Shareholders' Meeting. The company may receive loans and enter into all kinds of credit operations that permit it to obtain funds and other assets necessary for the development of the company. It may set up subsidiaries for the establishment and exploitation of companies that perform any of the activities contained in the corporate purpose, as well as make contributions in cash, in kind, or in services to such companies.

The company may be a participant, associate, or shareholder of other companies with a corporate purpose comparable or complementary to its own, and merge with such companies to absorb them. It may grant or acquire industrial property rights, rights over trademarks or franchises, procedures, etc. The company may organize, manage and operate stores, warehouses or deposits and other commercial establishments for the acquisition or selling of the goods referred to in the preceding paragraphs, it can realize investments of resources or availabilities to take advantage of incentives authorized by law and undertake temporary investments in immediately liquid securities, as a profitable and transitory use of funds that are not immediately necessary for the development of corporate business, at conventional or legal rates and grant financing or advances to suppliers. In general, it may enter into or execute all kinds of contracts, acts or operations on tangible or intangible property, movable or immovable, of a civil or commercial nature, which have a



MEDELLIN CHAMBER OF COMMERCE FOR ANTIQQUIA

Certificate of Existence and Legal Representation

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beginning to an end relation to the corporate purpose, as well as those necessary to exercise the rights and comply with the obligations that legally or conventionally derive from the existence and the activities carried out by the company.

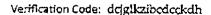
In development of the foregoing, it may:

- 1. Purchase, dispose of, give or lease, assign, encumber and limit ownership of all types of property, movable or immovable, fixed or mobile, develop its own lines of service within the general line of business that constitutes its ordinary course of activity and consequently, may also purchase trademarks, trade names and constituent rights of intellectual or industrial property and enter into contracts and obtain or grant contractual licenses for their exploitation.
- 2. Set up subsidiary companies for the establishment or operation of companies for the purpose of carrying out any of the activities included within the corporate purpose and to take an interest as a participant, associate or shareholder, founder or not, in other companies with an object similar or complementary to its own, to make contributions in money, in kind or in services to these companies, to dispose of its quotas, rights or shares, to merge with such companies and to absorb them.
- 3. To borrow money with or without interest and celebrate any financial operations that may permit it to obtain the funds or other assets necessary for the good progress of its business, whether with natural or legal persons, national or foreign.
- 4. To make investments in promotions or developments that enable if to take advantage of incentives of fiscal character authorized by the law temporarily, such as the profitable use of funds or resources not immediately necessary for the development of the social purpose.
- 5. To render the services proper to its corporate purpose with its employees or to subcontract personnel under any modality, such as outsourcing, free-tance, service rendering contracts, commissions, agents, representation, or any other type legally accepted.
- 6. Carrying out or entering into acts or contracts tending to develop its corporate purpose, atypical or not, such as Supply, Strategic Alliances, Joint Ventures, outsourcing, consortiums, Temporary Unions and Maquila, among others, as well as entering into current account contracts and pledging its movable or immovable assets when necessary to ensure compliance with corporate obligations, obtain concessions, patents, permits, trademarks and registered names relating to its activity and, in general, to execute all acts and enter into all contracts directly related to the activities indicated in this article and all those whose purpose is to exercise



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the rights and fulfill the legal, conventional or statutory obligations derived from the existence and activities carried out by the company.

- 7. In general, to execute all acts and enter into all contracts that have a medium to end relationship with the corporate purpose, and all those that have the purpose of exercising the rights and fulfilling the conventional obligations derived from its existence and from the activities carried out by the company.
- 8. In addition to this, it may carry out any lawful commercial or civil activity.

LIMITATIONS, PROHIBITIONS, AUTHORIZATIONS ESTABLISHED ACCORDING TO THE STATUTES

PROHIBITIONS FOR THE COMPANY AND FOR THE SHARES

The company may not act as guarantor of the third-party obligations, including shareholders, nor may it guarantee with the company's assets obligations other than its own, except with the prior authorization of the general assembly of shareholders with a decision adopted with a favorable vote of not less than one half plus one (1/2+1) of the company's subscribed shares.

One of the functions of the General Assembly is to approve the sale, encumbrance or lease of the commercial establishments owned by the company, when, according to its accounting books, the amount of the negotiation represents more than fifty percent (50%) of its gross assets

CAPITAL

THAT THE CAPITAL OF THE COMPANY IS:

Capital		Number of Shares	Nominal Value
Authorized	COP\$3,000.000.000.00	3.000.000	COP\$1.000.00
Subscribed	COP\$10.000.000.00	10.000	COP\$1.000.00
Paid	COP\$10.000.000,00	10.000	COP\$1.000.00

ADMINISTRATIVE AND MANAGEMENT BODIES

LEGAL REPRESENTATION:

LEGAL REPRESENTATIVE: The company will have one (1) Legal Representative. The Legal Representative is the General Manager and administrator of its estate.



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He is responsible for the government and direct administration of the company, as manager and executor of business and social activities, and all officers or

employees whose appointments do not correspond to the General Meeting of Shareholders shall be subordinate to him.

DEPUTY: The legal representative of the company shall have one (1) alternate it so decided by the Shareholders' Meeting with simple majority, who will replace the legal representative with the same attributions in his absolute absences and in his temporary or accidental absence, as well as for the acts for which he is impeded. The alternate legal representative shall have the same powers, limitations and responsibilities as the principal.

APPOINTMENT LEGAL REPRESENTATION:

POSITION NAME IDENTIFICATION

LEGAL REPRESENTATIVE IVAN DAVID RAMIREZ ALZATE 71.761.257

PRINCIPAL DESIGNATION

According to Act number 01-2018 dated March 9, 2018 of the General Assembly, registered in this Chamber of Commerce on March 21, 2018, in book 9, under number 6324.

FUNCTIONS AND POWERS OF THE LEGAL REPRESENTATIVE.

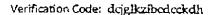
FUNCTIONS AND FACULTIES OF THE LEGAL REPRESENTATIVE: In development of what is established in articles 99 and 196 of the Commerce Code the functions and faculties of the Legal Representative of the company are the following:

- a) To represent the company judicially and extra-judicially and to use the company name.
- b) To convene the General Assembly of Shareholders of the company to ordinary and extraordinary sessions whenever he considers it convenient or necessary or when requested by at least twenty percent (20%) of the subscribed shares.
- c) To bind by means of employment contracts the employees required for the execution and development of the corporate purpose. This power may be delegated.
- d) Coordinate the administrative, commercial and financial management of the company.



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- e) The coordination and general supervision of the company shall comply with the provisions of these bylaws as well as with legal provisions and subject to the orders and instructions of the General Assembly of Shareholders.
- f) Submit to the General Assembly of Shareholders, when required, a written report of all the activities carried out and the adoption of measures recommended by the Assembly.
- g) Submit to the General Assembly of Shareholders the financial statements for each fiscal year, attaching all documents required by law.
- h) To keep the General Assembly of Shareholders informed of the course of the company's business.
- i) To comply with and enforce the decisions made by the General Assembly of Shareholders
- j) To grant the necessary powers to defend the interests of the company, with or without the faculty to desist, receive, substitute, delegate, revoke, resume, compromise and limit the powers that are granted.
- k) To adopt the necessary measures for the supervision and preservation of the rights, assets and interests of the company.
- f) To freely appoint and remove the employees of the company that do not directly depend from the General Assembly of Shareholders. To choose the personnel and to make the dismissals that are necessary:
- m) Exercise all the powers directly delegated to him by the General Assembly of Shareholders.
- n) Execute or to celebrate acts or contracts that amount up to five hundred (500) Current minimum monthly legal salaries (SMLMV) adjusted to the corporate purpose of the company. With this faculty he may represent the company judicially and extrajudicially, purchase and dispose of corporate assets, tax them and limit their ownership, establish companies of subsequently participate in them, negotiate shares, quotas, or parts of interest and exercise all administrative acts of these companies, to contract insurance policies, to grant powers to attorneys, to appear in legal actions, to compromise, to arbitrate, to reconcile, to commit, to desist, to



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borrow and to lend money, to make bank loans, to draw, to negotiate, to protest, to guarantee, to own and to pay securities and other business effects as well as any other legal act necessary for the development of the social purpose.

- o) To draw up an annual written report of his administrative acts. This report which, together with the general balance sheet for the financial year, and other documents required by law, shall be presented to the General assembly of Shareholders.
- p) All the faculties that have been conferred to him by the law and with these bylaws, as well as those that correspond to him due to the nature of his office.

COMPLEMENTARY INFORMATION

CERTIFIES

In the MEDELLIN CHAMBER OF COMMERCE FOR ANTIOQUIA there does not appear to be a registration of any document after the one stated above relative to a reform, dissolution, liquidation, or the appointment of legal representatives of the company.

The registrations herein certified are ratified ten (10) working days after the day they are notified as long as they are not the object of remedies in accordance to what is established in articles 74 and 76 of the Civil Procedures Code and of the Contentious Administrative Code.

This certification is fully legal, according to what is established in Law 527 issued in 1999. This includes the mechanical signature which is a graphic representation of the signature of the Secretary of the Medellin Chamber of Commerce for Antioquia, as well as the digital signature and the chronological stamp, which can be verified using the PDF document viewer application.

If you issued this certificate using the virtual platform you may print it assured that is was issued by the Medellin Chamber of Commerce for Antioquia. The person or entity for which the certificate is destined may verify its contents up to four (4) time during the next 60 calendar days beginning on the day it was issued visiting www.certificadoscamara.com and entering the verification code found in the letterhead of this document. The certificate you wish to validate corresponds to the image and contents of the certificate created in our office or the one you generated using the virtual platform.

Signed
SANDRA MILENA MONTES PALACIO
DIRECTOR OF PUBLIC REGISTRATIONS

RAFAEL VEGA RAMÍREZ - Certified Translator Telephone (574) 2689754 ryega2009@miune.net

Medellin, July 10, 2019

RÉPUBLIC OF COLOMBIA DEPARTMENT OF ANTIOQUIA MEDELLÍN

Official Translation of Documents written in Spanish

TRANSLATOR'S CERTIFICATION

The underwritten, Luís Alejandro Daniel Rafael Vega Ramirez, undersigned Official Translator and Interpreter in and for the Republic of Colombia with license granted by the Colombian Ministry of Justice per Resolution Nº. 00150 dated February 27, 1998, duly swom and qualified to act as such and whose signature is registered in the Office of Legalization of the Ministry of Foreign Relations of Colombia in the city of Bogota; hereby certify that the documents attached herein are a true and complete translation into Spanish of a Certificate of Shareholders Composition of the company VALOREX S.A.S. dated June 20, 2019, written in English that I had before me.

I also wish to testify that the seal that appears stamped over my signature on all the pages of this document reads:

Luis Alejandro Daniel Rafael Vega Ramírez
Official Translator and Interpreter
Resolution no.00150
Issued by the Colombian Ministry of Justice on
February 27, 1998

In testimony, thereof; I sign my name and place my official seal in the city of Medellin, today July 10, 2019.







NIT. 901.233.217-1

CERTIFICADO DE COMPOSICION ACCIONARIA VALOREX SAS

Esta certificación está tomada del Libro de Accionistas de la compañía VALOREX

CERTIFICA

Que el modelo de composición accionarial de la empresa VALOREX SAS, NIT 901.160.232-6 se distribuye de la siguiente manera

NOMBRE COMPLETO	ID	VALOR APORTE (COP)	ACCIONES	%
IVAN DAVID RAMIREZ ALZATE	71.761.257	\$10,000,000	1.000	100%
TOTAL		\$10.000.000	1.000	100%

FRMADO

IVAN DAVID RAMIREZ ALZATE

C.C. 71.761.257 Representante Legal FIRMADO

LUZ ELENA IDARRAGA VERGARA

Contadora

Tarjeta Profesional Nº 118527-T

Junio 20, 2019

A&C Contable S.A.S. Medellín
P.B.X: (574) 444 08 16
CeB Phone: +57 315 799 62 95
Calle 18 # 35 69, Suite 1-9959, Palms Avenue Business Center, Medellín Colombia
Poblado - Medellín

www. ayoconteble.com - Info@ayecoworble.com