

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: IMPORTADORA MILLENIUM 2020 CA, CORP

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:

EDGAR JOSE CASTRO CONTRERAS

Name of Person

IMPORTADORA MILLENIUM 2020 CA, CORP

Firm/Company

3201 ZANDER DR APT 203

Address

KISSIMMEE, FL 34747

City/State and Zip code

edgarcastro949@hotmail.com

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

For further information concerning this matter, please call:

EDGAR J CASTRO CONTRERAS

at (754) 3036432

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☒ \$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

**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. IMPORTADORA MILLENNIUM 2020 CA. CORP
(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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 05/28 2019 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)

6. 06/12 2020
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3201 ZANDER DR APT 203, KISSIMMEE, FL 34747
(Principal office street address)

3201 ZANDER DR APT 203, KISSIMMEE, FL 34747
(Current mailing address, if different)

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

Name: EDGAR JOSE CASTRO CONTRERAS

Office Address: 3201 ZANDER DR APT 203
KISSIMMEE, Florida 34747
(City) (Zip code)

9. Registered agent's acceptance:

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



Edgar castro (Jun 12, 2020 15:49 EDT)
(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. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

A. DIRECTORS

☐ Chairman Name: Edgar Jose Castro Contreras
☐ Vice Chairman Address: 3201 Zander Dr Apt 203
☐ Director Kissimmee, FL 34747
☒ President _____
☐ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

☐ Chairman Name: Juan Manuel Chirinos Milano
☐ Vice Chairman Address: 3201 Zander Dr Apt 203
☐ Director Kissimmee, FL 34747
☐ President _____
☐ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

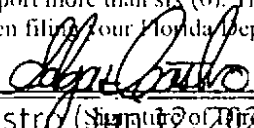
☐ Chairman Name: Militza M. Machado Povea
☐ Vice Chairman Address: 3201 Zander Dr Apt 203
☐ Director Kissimmee, FL 34747
☐ President _____
☒ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

12. 
Edgar castro (June 12, 2020 15:49 EDT)

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.

13. EDGAR JOSE CASTRO CONTRERAS
(Typed or printed name and capacity of person signing application)



REGISTRO ÚNICO DE INFORMACIÓN FISCAL (RIF)

J412729756 IMPORTADORA MILLENIUM 2020, C.A

FECHA DE INSCRIPCIÓN: 31/05/2019

DOMICILIO FISCAL AV INTERCOMUNAL GUARENAS GUATIRE EDIF PALL PISO
MEZZANINA LOCAL LP1 SECTOR PARCELA LP1 GUATIRE MIRANDA ZONA POSTAL
1221

FECHA DE ÚLTIMA ACTUALIZACIÓN: 31/05/2019

FECHA DE VENCIMIENTO: 31/05/2022

GERENCIA REGIONAL DE TRIBUTOS INTERNOS
REGIÓN CAPITAL

3412729756-NYY
FIRMA AUTORIZADA



La condición de este contribuyente requiere la retención del 100% del impuesto causado, salvo que esté exento, no sujeto o demuestre ante el Agente de Retención del IVA que es un contribuyente exonerado.

La validez de este Comprobante debe verificarse a través de la dirección www.seniat.gob.ve, Sistemas en Línea mediante la opción 'Consulta Comprobante Digital RIF'. No requiere sello húmedo.

BOLIVARIAN REPUBLIC OF
VENEZUELA
SENIAT

PROOF #: 201901B0000040391014

SINGLE REGISTRY OF FISCAL INFORMATION (RIF)

J412729756 IMPORTADORA MILLENIUM
2020, C.A

REGISTRATION DATE
05/31/2019

FISCAL ADDRESS INTERCOMUNAL AV
GUARENAS GUATIRE EDIF PALL PISO
LOCAL MEZZANINE LP1 PLOT SECTOR
LP1 GUATIRE MIRANDA POSTAL
ZIP code 1221

LAST UPDATE
DATE: 05/31/2019

REGIONAL MANAGEMENT UNIT OF
INTERNAL TRIBUTES
GUARENAS / GUATIRE

EXPIRATION DATE:
05/31/2022

3412729756-NYY
FIRMA AUTORIZADA

The condition of this taxpayer requires the withholding of 100% of the tax caused, unless it is exempt, not subject or demonstrated before the VAT Withholding Agent who is an exempt taxpayer.

The validity of this Voucher must be verified through the address www.seniat.gob.ve, Sistemas en Linea through the option 'Consulta Digital RIF Proof'. Does not require a wet seal. "

Certification of translator's competence

I, Ana G Salinas hereby certify that the above is accurate English translation of the original in Spanish language, and that I am competent in both English and Spanish language, to render such translation.



Signature of the translator

Ana G Salinas 3801 N.W 99 AVE CORAL SPRINGS, FL 33065

Telephone (954) 274-8104

Date 03/18/2020



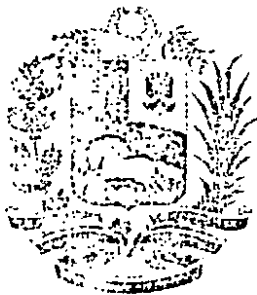
SERVICIO AUTÓNOMO
DE REGISTROS
Y NOTARÍAS
MINISTERIO PARA EL PODER POPULAR PARA
RELACIONES INTERIORES Y JUSTICIA

REPÚBLICA BOLIVARIANA DE VENEZUELA
REGISTRO MERCANTIL V
DISTRITO CAPITAL

DOCUMENTO REGISTRADO

JESUS ALEJANDRO SÁNCHEZ DÍAZ

LO MÁS IMPORTANTE PARA NOSOTROS ES USTED
GRACIAS POR PERMITIRNOS SERVIRLES



REPÚBLICA BOLIVARIANA DE VENEZUELA

*** MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA ***

SERVICIO AUTÓNOMO DE REGISTROS Y
SERVICIOS.

REGISTRO MERCANTIL SEGUNDO DEL
DISTRITO CAPITAL

RM No. 221
209° y 160°

Abogado MARIA EVELIN GUZMAN HERRERA, Registrador Mercantil Segundo Auxiliar (E)

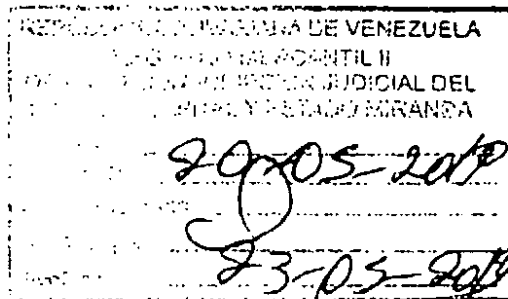
C E R T I F I C A

Que el asiento de Registro de Comercio transcrito a continuación, cuyo original está inscrito en el Tomo: 95-A SDO. Número: 5 del año 2019, así como La Participación, Nota y Documento que se copian de ségüida son traslado fiel de sus originales, los cuales son del Interesiente:

221-84108

ESTE FOLIO PERTENECE A:
TRANSPORTADORA MILLENIUM 2020, C.A.
Número de expediente: 221-84108

Supl
Atestado a eliaento s.
100. 15.531



Folios: 9
Caras: 9
Anexos: 3
Monto Reg: _____
Fisco Bs. _____
Timbres F: _____

CIUDADANO (A)

REGISTRADOR(A) MERCANTIL SEGUNDO DE LA CIRCUNSCRIPCION
JUDICIAL DEL DISTRITO CAPITAL Y ESTADO MIRANDA.

3410

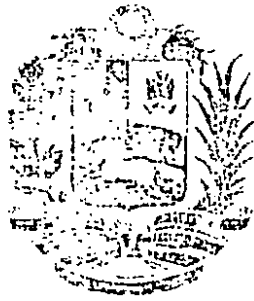
Su despacho.-

Yo, **TEOFILO JESUS SANCHEZ**, venezolano, mayor de edad, de este domicilio y titular de la cedula de identidad numero **V-1.755.644**, debidamente autorizado para este acto los Accionistas de la sociedad mercantil **IMPORTADORA MILLENIUM 2020 C.A** en constitución por ante **REGISTRO MERCANTIL SEGUNDO DE LA CIRCUNSCRIPCION JUDICIAL DEL DISTRITO CAPITAL Y ESTADO MIRANDA**. Ante usted con el debido respeto y acatamiento ocurro a los fines de presentar Acta constitutiva de la de la sociedad mercantil **IMPORTADORA MILLENIUM 2020 C.A** Solicito del Despacho a su digno cargo procesa a la inscripción del presente documento ante esta Oficina de Registro y se sirva expedirme una (1) copia certificada de la misma.

TEOFILO JESUS SANCHEZ V.

V-1.755.644

REGISTRADOR(A)
☐ BOA C.A.
☐ B.S.
☐ CARTA B.
☐ INV.
☐ SIEX
☐ BALANCE



REPÚBLICA BOLIVARIANA DE VENEZUELA

*** MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA ***

SERVICIO AUTÓNOMO DE REGISTROS Y
TRANSACCIONES

REGISTRO MERCANTIL SEGUNDO DEL
CIRCUITO CAPITAL

*✓ Registration
Date*

RM No. 221
209° y 160°

Caracas, Libertador, 26 de Mayo del Año 2019

Por presentada la anterior participación. Cumplidos como han sido los requisitos de Ley, se inscribió en el Registro Mercantil junto con el documento presentado; fijese y publíquese el asiento respectivo; fórmese el expediente de la Compañía y archívese original junto con el original de los Estatutos y demás recaudos acompañados. Expídase la copia de autenticación. El anterior documento redactado por el Abogado RICARDO ANTONIO GILBERTO BUSTILLOS IPSA N.: 15571, se inscribe en el Registro de Comercio bajo el Número 5, TOMO -95-A SDO. Derechos pagados BS: 200.005,64 Según Planilla RM No. 221294897, Banco No. 221294897 Por BS: 200.000,04. La identificación se efectuó así: JESUS JESUS SANCHEZ VASQUEZ, C.I: V-1.755.644.

Abogado Revisor: BEATRIZ ELIZABETH ROSALES VENTURA

Registrador Mercantil Segundo Auxiliar (E)
FDO. Abogado MARIA EVELIN GUZMAN HERRERA

ESTA PÁGINA PERTENECE A:
INMOBILIARIA MILLENIUM 2020, C.A
Número de expediente: 221-84108
CÓDIGO

Edgar
Ricardo Delgado R.
186.15571

Nosotros, **EDGAR JOSE CASTRO CONTRERAS Y MILITZA MARGARITA MACHADO POVEA** venezolanos, mayores de edad, solteros respectivamente, de este domicilio y titulares de las cédulas de identidad números **V-12.959.370** y **V-14.688.820** respectivamente, por el presente documento declaramos: Que hemos decidido constituir y legalizar una Compañía Anónima, la cual se registrará por el presente documento constitutivo, que ha sido redactado con suficiente amplitud para que sirva a la vez de Acta Constitutiva y Estatutos Sociales de acuerdo con las siguientes cláusulas: -----

CAPITULO I

DENOMINACION, DOMICILIO, DURACION Y OBJETO SOCIAL

PRIMERA: La denominación social de la sociedad será **IMPORTADORA MILLENIO 2020 C.A** Su domicilio será en Av. Intercomunal Guarenas Guatire, parcela LP-1 Edificio Pall Ferreteria Nivel Mezzanina Local P-14, Guatire Estado Miranda Zona Postal 1221-----

SEGUNDA: La Sociedad tendrá una duración de cincuenta (50) años, contados a partir de la fecha de inscripción del presente documento en el Registro Mercantil.-----

TERCERA: La Compañía tendrá como objeto, la compra, venta, importación y distribución. Al mayor y detal, de compresores para neveras, aires acondicionados (Industriales, Domésticos y automotrices), tuberías de cobre, conexiones todo tipo de repuestos y servicios que tenga relación directa o indirectamente con estos, artículos de ferreteria, plástico, madera, metal, aditivos, aislantes materiales para el hogar y oficina, papelería, enseres, así como cualquier actividad anexa y conexa de lícito comercio sin más limitaciones que las establecidas por la ley, ya que su capacidad de obrar será ilimitada dentro de la actividad, ya que el objeto social es solamente enunciativo y no limitativo-----

CAPITULO II

CAPITAL SOCIAL Y PARTICIPACION

CUARTA: El capital social de la compañía es la cantidad de **VEINTE MILLONES DE BOLIVARES (Bs 20.000.000,00)** dividido y representado en Diez Mil (10.000) acciones nominativas, no convertibles al portador de **DOS MIL BOLIVARES (Bs. 2.000,00)** cada una. El capital ha sido totalmente suscrito y pagado según consta en Inventario que se anexa a la presente Acta Constitutiva, de la siguiente manera: **EDGAR JOSE CASTRO CONTRERAS,**

ha suscrito y pagado **SEIS MIL QUINIENTAS ACCIONES (6500)** acciones, de **DOS MIL BOLIVARES (Bs. 2.000,00)** cada una, para un total pagado de **TRECE MILLONES DE BOLIVARES (Bs 13.000.000,00)**; **MILITZA MARGARITA MACHADO POVEA** ha suscrito y pagado **TRES MIL QUINIENTAS ACCIONES (3500)** acciones, de **DOS MIL BOLIVARES (Bs. 2.000,00)** cada una, para un total pagado de **SIETE MILLONES DE BOLIVARES (Bs 7.000.000,00)**-----

QUINTA: Los accionistas de la compañía tendrán derecho preferente para adquirir las acciones que los demás accionistas deseen enajenar. Para los casos de aumento de capital, los accionistas tendrán derecho preferente para emitir o suscribir nuevas acciones. En todo caso, el derecho preferente se ejercerá en proporción a las acciones que posean. La propiedad y las cesiones de las acciones se comprobarán mediante las inscripciones y declaraciones correspondientes en el Libro de Accionistas de la compañía.-----

SEXTA: Las acciones no podrán ser vendidas, cedidas, traspasadas o de modo alguno gravado, sin antes haberlas ofrecido en venta a los accionistas en igualdad de condiciones que, a un tercero, lo cual se hará por intermedio de escrito. En todo caso el derecho preferente de compra o suscripción de acciones podrá ser ejercido ofreciendo el precio que realmente tengan según los Libros Contables de la compañía. Los accionistas tendrán un plazo de treinta (30) días para decidir sobre su derecho preferente, pasado dicho lapso, el accionista vendedor quedará liberado a venderlas, cederlas o traspasarlas a terceros, y en el caso de emisión de nuevas acciones por aumento de capital, de que los restantes accionistas, suscriban a promateo las nuevas acciones. En el caso de que ningún accionista desee suscribir acciones, queda autorizada plenamente la compañía a aceptar a terceros en la misma. Todas las notificaciones a que se refiere este artículo serán por escrito y firmadas por los destinatarios. Si la operación de venta de acciones a terceros se verificara por un monto menor al ofertado inicialmente a los accionistas, la venta se considerará nula, al igual que cualquier incumplimiento no subsanable, en contra de los derechos preferentes de los accionistas.-----

CAPITULO III **DE LAS REUNIONES DE LA ASAMBLEA**

SEPTIMA: La Asamblea General de Accionistas es el órgano soberano de la sociedad y tiene a su cargo la dirección suprema de la compañía y como tal está investida de las más amplias facultades; sus resoluciones obligan plenamente a todos los Accionistas de la misma.-----

OCTAVA: La Asamblea Ordinaria de Accionistas se reunirá una vez al año, en la ciudad de Caracas, dentro de los noventa (90) días siguientes al cierre de cada ejercicio fiscal, previa convocatoria que se efectuará mediante una única publicación en un diario de los de mayor

circulación en el ámbito nacional, conjuntamente por carta certificada, telegrama o MRW con por lo menos cinco (5) días de anticipación al día fijado para la reunión y se expresará el lugar, día, hora y objeto a tratar en la reunión. Existirá quórum para la constitución y celebración de las Asambleas, Ordinarias o Extraordinarias de Accionistas cuando a las mismas asista un número de Accionistas que represente más del cincuenta y uno por ciento (51%) de las acciones representativas del capital social de la compañía y las decisiones se adoptarán con el voto favorable de los accionistas que representen, al menos, el setenta y cinco por ciento (75%) del capital presente o representado en la Asamblea. Las Asambleas Extraordinarias de Accionistas, serán convocadas por los Directores Gerentes de la Sociedad cuando así lo consideren pertinente a los intereses de la empresa, de conformidad con lo dispuesto en el artículo 278 del Código de Comercio. Podrá prescindirse del requisito de convocatoria y será declarada validamente constituida una Asamblea cuando esté en ella representada la totalidad del capital social. -----

NOVENA: Los Accionistas podrán hacerse representar en las Asambleas comunicándolo por escrito. -----

DECIMA: La Asamblea General Ordinaria de Accionistas deberá: -----

a) Considerar el balance general, con vista del informe del Comisario. -----

b) Elegir los miembros de la Junta Directiva de la Sociedad. -----

c) Nombrar el Comisario de la Sociedad. -----

d) Considerar todo asunto que interese a la Sociedad. -----

CAPITULO IV **DEL PRESIDENTE**

DECIMA PRIMERA: La Sociedad será dirigida y administrada por un (1) presidente. El presidente durará en el ejercicio de sus funciones quince (15) años, debiendo permanecer en el ejercicio de su respectivo cargo hasta que la Asamblea de Accionistas, Ordinaria o Extraordinaria, designare su sucesor y éste tomare posesión en su cargo, pudiendo ser reelegido en cada oportunidad. Deberá depositar o hacer depositar en la Caja Social de la compañía un total de cinco (5) acciones de las suscritas por él. -----

DECIMA SEGUNDA: El Presidente posee las más amplias facultades de administración y disposición, y en especial, las siguientes: -----

2. Ejecutar y llevar a cabo las resoluciones adoptadas por las Asambleas de Accionistas, tanto Ordinarias como extraordinarias.-----
3. Suscribir la correspondencia de la compañía.-----
4. Suscribir en nombre y representación de la compañía todos los contratos, instrumentos, documentos públicos o privados para celebrar y concluir toda operación o negociación relacionada de cualquier manera con el manejo de las actividades diarias de la compañía.-----
5. Representar legalmente a la empresa ante cualesquiera personas naturales y/o jurídicas, organismos, entes u organizaciones públicas o privadas, nacionales y/o extranjeras, pudiendo tramitar licitaciones, celebrar todo tipo de contratos ante autoridades administrativas, ya sean nacionales, estatales o municipales, así como también por ante los Institutos o empresas del Estado o de participación estatal.-----
6. Ejecutar todos los actos de administración, dirección y de disposición que puedan ser considerados necesarios o convenientes para realizar el objeto de la compañía.-----
7. Realizar recomendaciones a las Asambleas de Accionistas, Ordinarias o Extraordinarias, con respecto a la constitución de fondos de reserva y el uso de utilidades netas retenidas por la compañía.-----
8. Suscribir en nombre y representación de la compañía la compra, venta, arrendamiento, enfiteusis, seguros, depósitos y contratos de cualquier clase, nominados o innominados que consideren apropiados.-----
9. Autorizar la adquisición de acciones, cuotas o participación en otras compañías.-----
10. Autorizar la concesión u otorgamiento de dinero o préstamo, con o sin intereses y constituir o recibir garantías reales o personales según el caso.-----
11. Autorizar la emisión, aceptación, endoso, protesto y aval de letras de cambio, cheques, instrumentos de crédito, pagarés y títulos valores en general.-----
12. Autorizar la apertura, movilización y cierre de cuentas bancarias, bien sean en cuenta corriente, de crédito o de depósito, o de cualquier otra clase.-----
13. Autorizar la emisión y negociación de cualesquiera clases de valores y documentos de crédito.-----
14. Ordenar el pago de los dividendos decretados por la Asamblea de Accionistas.-----
15. Abrir, transferir y cerrar sucursales, agencias u oficinas.-----
16. Enajenar, gravar, hipotecar, arrendar y cualquier otro acto de administración y disposición sobre bienes muebles o inmuebles de su propiedad.-----
17. Elaborar las normas y lineamientos de la política general de la empresa. Preparar el presupuesto anual de gastos de la compañía, presentar los informes y balances

18. Nombrar apoderados generales, judiciales y de toda índole, confiriéndole en todo caso, las atribuciones que juzgue pertinentes, pudiendo atribuir a los apoderados judiciales entre otras facultades las de convenir, transigir, comprometer en árbitros de derecho o arbitradores, intentar y contestar demandas, ejercer toda clase de recursos ordinarios y extraordinarios.-----
19. Ejercer las demás atribuciones que le corresponda según la Ley o este documento constitutivo y realizar toda clase de actos tendientes al beneficio o mejoramiento de la compañía dentro del objeto de ésta.-----

Las facultades en esta cláusula no deben interpretarse en ningún caso restrictivas, ya que la Asamblea de Accionistas no limita los poderes de la Junta Directiva, ya que éstos son plenos y sin reservas de ninguna especie en todo aquello que no esté expresamente atribuido a la Asamblea de Accionistas.-----

PARAGRAFO UNICO: Ninguno de los miembros de la Junta Directiva está facultado para dar por sí solo fianzas a terceras personas que obliguen a la compañía por asuntos relacionados o no con los intereses de la misma.-----

CAPITULO V ✓ **DEL EJERCICIO ECONOMICO**

DECIMA TERCERA: ✓ El ejercicio económico de la Sociedad comenzará el primero (1) de enero ✓ y terminará el treinta y uno (31) de diciembre ✓ de cada año. El primer ejercicio de la Sociedad comenzará a partir de la fecha de registro de la misma, concluyendo el treinta y uno (31) de diciembre de ese mismo año.-----

CAPITULO VI ✓ **DE LA DISTRIBUCIÓN DE LAS UTILIDADES**

DECIMA CUARTA: ✓ Para determinar las utilidades líquidas al cierre del ejercicio fiscal, se deducirán de los beneficios brutos todo cuanto corresponda de acuerdo a las normas mercantiles, las disposiciones legales pertinentes y lo que señale la Asamblea.-----
Las utilidades líquidas así obtenidas serán distribuidas anualmente así:-----

- Se separará un cinco por ciento (5%) para formar el fondo de reserva, hasta que éste alcance una cantidad no menor del diez por ciento (10%) del capital social.-----
- Se apartarán las sumas o porcentajes que por decisión de la Asamblea fueren destinadas para el fondo de reserva previsto en el aparte primero de este artículo.-----
- El remanente quedará a disposición de la Asamblea, la cual podrá ordenar que se distribuya entre los accionistas en proporción al número y valor agregado pagado de las

acciones de que sea titular cada uno, o que sea destinado a cualquier otro fin ilícito en beneficio de la sociedad.-----

CAPITULO VII **DEL COMISARIO**

DECIMA QUINTA: La sociedad tendrá un Comisario, quien deberá ser Contador Público, Administrador o Economista debidamente colegiado, y tendrá las atribuciones que le señala el Código de Comercio, será designado por la Asamblea Ordinaria de Accionistas y durará dos (2) años en el ejercicio de sus funciones, o hasta que su sucesor haya tomado posesión del cargo. Se designa como Comisario a el Licdo. **ENRIQUE DELGADO**, venezolano, mayor de edad, titular de la cédula de identidad número V-10.795.433, Contador público Colegiado C.P.C. Nro. 119.131.-----

CAPITULO VIII **DISPOSICIONES TRANSITORIAS**

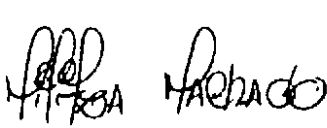
DECIMA SEXTA: En todo lo no previsto en este documento, regirán las disposiciones del Código de Comercio y demás leyes supletorias.-----

DECIMA SEPTIMA:

Se nombra como presidente a el ciudadano **EDGAR JOSE CASTRO CONTRERAS**, ya identificado.-----

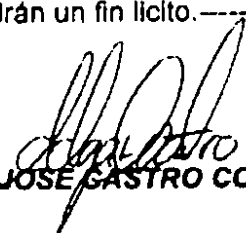
Se autoriza al ciudadano **TEOFILO JESUS SANCHEZ VASQUEZ**, Titular de la c.i nro. 1.755.644, para que haga los trámites de inscripción de este documento en el Registro Mercantil competente y firme ante el mismo la documentación legal respectiva.-----


EDGAR JOSE CASTRO CONTRERAS


MILITZA MARGARITA MACHADO POVEA

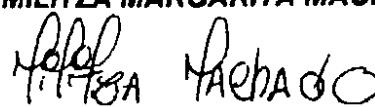


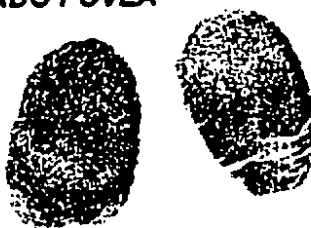
OFICIAL DE LA REPÚBLICA BOLIVARIANA DE VENEZUELA N° 39.697 DEL 16 DE JUNIO DE 2011, DE LA NORMATIVA PARA LA PREVENCIÓN, CONTROL Y FISCALIZACIÓN DE LAS OPERACIONES DE LEGITIMACIÓN DE CAPITALES Y FINANCIAMIENTO AL TERRORISMO APLICABLES EN LAS OFICINAS REGISTRALES Y NOTARIALES DE LA REPÚBLICA BOLIVARIANA DE VENEZUELA NOSOTROS, **EDGAR JOSE CASTRO CONTRERAS** Y **MILITZA MARGARITA MACHADO POVEA** previamente identificados por el presente documento **DECLARAMOS BAJO FE DE JURAMENTO**, que los capitales, bienes, haberes, valores o títulos del acto o negocio jurídico otorgados a la presente fecha objeto de **CONSTITUCION DE LA PRESENTE SOCIEDAD MERCANTIL** proceden de actividades de legítimo carácter mercantil, lo cual puede ser corroborada por los organismos competentes y no tiene relación alguna con dinero, capitales, bienes, haberes, valores o títulos que se consideren producto de actividades o acciones ilícitas contempladas en la Lëy Orgánica Contrala Delincuencia Organizada y Financiamiento al terrorismo y/o en la ley Orgánica de Sustancias Estupefacientes y Psicotrópicas, y a su vez, Nosotros, **EDGAR JOSE CASTRO CONTRERAS** Y **MILITZA MARGARITA MACHADO POVEA** de ocupación **COMERCIANTES**, previamente identificados declaramos que los fondos productos de este acto tendrán un fin lícito.-----


EDGAR JOSE CASTRO CONTRERAS



MILITZA MARGARITA MACHADO POVEA


MILITZA MACHADO



AUTONOMOUS SERVICE

SAREN

OF RECORDS AND NOTARIES

BOLIVARIAN REPUBLIC OF VENEZUELA

COMMERCIAL REGISTRY V

CAPITAL DISTRICT

REGISTERED DOCUMENT

JESUS ALEJANDRO SANCHEZ DIAZ

THE MOST IMPORTANT THING FOR US IS YOU

THANK YOU FOR ALLOWING US TO SERVE YOU

Issue Date: 05/07/2019

Procedure number: 221.2019.2.3410

The PÚB since its issuance has a validity of thirty continuous days to be canceled: once the respective cancellation has been made, it has a validity of sixty days, which cannot be extended to present the document. After these periods have elapsed, the PUB is void and a new PUB must be issued to complete the process, and the corresponding amount must be canceled again.

SAREN

MINISTRY OF PEOPLE'S POWER FOR INTERNAL RELATIONS AND JUSTICE.
BOLIVARIAN REPUBLIC OF VENEZUELA. AUTONOMOUS REGISTRY AND
NOTARY SERVICE.

SINGLE BANKING SHEET

Payroll Number: 22100656256

Type of Act: CONSTITUTION OF COMPANIES

ANONYMOUS ()

Control Number: 141-4355-6772 (2)

Applicant's First and Last Name

TEOFILO JESUS SANCHEZ VASQUEZ

Way to pay

#

Amount (BsF) Check / Approval

CI / RIF / Applicant's Passport

V-1,755,644

Depositor's First and Last Name

TEOFILO SANCHEZ VASQUEZ

CI / RIF / Depositor's Passport

1755644

Cash Amount From Management / Bank Check Point of sale

Depositor's Signature Pay online

AMOUNT IN LETTERS: TWO HUNDRED THOUSAND FIVE BOLIVARS WITH SIXTY-FOUR CENTS

TOTAL AMOUNT: 200,005.64

JUST FOR USE OF THE SAREN

ISSUING OFFICER RECEIVING OFFICER REVISING OFFICER

REGISTRAR / NOTARY Names and surnames Identity card

Firm Office stamp

Collection Banks

Bank Seal and Signature

0003 - Banco Industrial de Venezuela

0175 - Bicentennial Bank

0102 - Banco de Venezuela

0108 - Provincial Bank

0163 - Treasury Bank

2023-02-28 15:57

BOLIVARIAN REPUBLIC OF VENEZUELA

MINISTRY OF PEOPLE'S POWER FOR INTERNAL RELATIONS AND JUSTICE

AUTONOMOUS SERVICE OF REGISTRIES AND NOTARIES.

SECOND COMMERCIAL REGISTRY OF THE CAPITAL DISTRICT

RM No. 221

209 ° and 160 °

Lawyer MARIA EVELIN GÜZMAN HERRERA, Commercial Registrar Second Assistant
(E)

CERTIFIES

That the entry of the Commercial Registry transcribed below, the original of which is registered in Volume: 95-A SDO. Number: 5 of the year 2019, as well as The Participation, Note and Document that are copied immediately are a faithful transfer of their originals, which are of the following tenor:

221-84108

THIS FOLIO BELONGS TO:

IMPORTADORA MILLENIUM 2020, C.A

File number: 221-84108

SAREN

AUTONOMOUS SERVICE OF RECORDS AND NOTARIES

Folios:

Faces:

Annexes:

Reg Amount:

Treasury Bs.

Stamps F:

CITIZEN (A)

SECOND MARKET REGISTRAR OF THE JUDICIAL CIRCUMSCRIPTION OF THE
CAPITAL DISTRICT AND MIRANDA STATE.

His office

I, TEOFILO JESUS SANCHEZ, Venezuelan, of legal age, of this domicile and holder of the identity card number V-1,755,644 duly authorized for this act the Shareholders of the mercantile company IMPORTADORA MILLENIUM 2020 CA in constitution by before SECOND MERCANTILE REGISTRY OF THE JUDICIAL CIRCUMSCRIPTION OF THE CAPITAL DISTRICT AND MIRANDA STATE. Before you, with due respect and compliance, I occur for the purposes of presenting the Articles of Incorporation of the mercantile company IMPORTADORA MILLENIUM 2020 CA I request the Office at your dignified position to process the registration of this document before this Registry Office and use an expedited document. one (1) certified copy of it.

TEOFILO JESUS SANCHEZ V.

V-1,755,644

BOLIVARIAN REPUBLIC OF VENEZUELA

*** MINISTRY OF PEOPLE'S POWER FOR INTERNAL RELATIONS AND JUSTICE ***

AUTONOMOUS SERVICE OF REGISTRIES AND NOTARIES.

SECOND COMMERCIAL REGISTRY OF THE CAPITAL DISTRICT

RM No. 221

209 ° and 160 °

Libertador Municipality, May 28, 2019

By presented the previous participation. Once the requirements of the Law have been fulfilled, register in the Mercantile Registry together with the document presented; fix and publish the respective seat; Form the Company's file and file original together with the copy of the Statutes and other accompanying collections. Issue the publication copy. The previous document drawn up by Attorney RICARDO ANTONIO CILIBERTO BUSTILLOS IPSA N.: 15571, is registered in the Commercial Registry under Number: 5, TOMO -95-A SDO. Duties paid BS: 200,005.64 According to Return RM No. 22100656256, Bank No. 221294897 By BS: 200.000.04. The identification was made as follows:

TEOFILO JESUS SANCHEZ VASQUEZ, C.I: V-1,755,644.

Reviewer Attorney: BEATRIZ ELIZABETH ROSALES VENTURA

Second Assistant Commercial Registrar (E)

FDO. Lawyer MARIA EVELIN GUZMAN HERRERA

THIS PAGE BELONGS TO:

IMPORTADORA MILLENIUM 2020, C.A

File number: 221-84108

CONST

SAREN

AUTONOMOUS SERVICE OF REGISTRIES AND NOTARIES

We, EDGAR JOSE CASTRO CONTRERAS AND MILITZA MARGARITA MACHADO POVEA Venezuelans, of legal age, single, respectively, of this domicile and holders of identity cards numbers V-12,959,370 and V-14,688,820 respectively, hereby declare: That we have decided to establish and legalize a Public Limited Company, which will be governed by this constitutive document, which has been drafted with sufficient scope to serve as both Articles of Incorporation and Bylaws in accordance with the following clauses:

CHAPTER I

NAME, DOMICILE, DURATION AND CORPORATE PURPOSE

FIRST: The company name will be IMPORTADORA MILLENIUM 2020 C.A Its address will be at Av. Intercomunal Guarenas Guatire, plot LP-1 Building Pall Ferretería Nivel Mezzanina Local P 14, Guatire State Miranda Zona Posta1221-

SECOND: The Company will have a duration of fifty (50) years, counted from the date of registration of this document in the Commercial Registry.

THIRD. The Company will have as its object, the purchase, sale, import and distribution. Wholesale and retail, compressors for refrigerators, air conditioners (industries, domestic and automotive), copper pipes, connections all kinds of spare parts and services that have a direct or indirect relationship with these, hardware, plastic, wood, metal, additives, insulating materials for the home and office, stationery, belongings, as well as; any annexed and related activity of lawful commerce without more limitations than those established by law, since its capacity to act will be unlimited within the activity, since the corporate purpose is only illustrative and not limiting

CHAPTER II

SHARE CAPITAL AND PARTICIPATION

FOURTH: The company's capital stock is the amount of TWENTY THOUSAND BOLIVARS (Bs 20,000,000.00) divided and represented in Ten Thousand (10,000

registered shares, not convertible to the bearer of TWO THOUSAND BOLIVARS Bs. 2,000.00) each a. The capital has been fully subscribed and paid as stated in the Inventory attached to this Articles of Incorporation, as follows: EDGAR JOSE CASTRO CONTRERAS, has subscribed and paid SIX THOUSAND FIFTY SHARES (6500) shares, of TWO THOUSAND BOLIVARES (Bs 2,000.00) each, for a total paid of THIRTEEN MILLION BOLIVARES (Bs 13,000,000.00); MILITZA MARGARITA MACHADO POVEA has subscribed and paid THREE THOUSAND FIVE HUNDRED SHARES (3,500) shares, of TWO THOUSAND BOLIVARES (Bs. 2,000.00) each, for a total paid of SEVEN MILLION DE BOLIVARES (Bs 7,000,000.00) -

FIFTH: The shareholders of the company will have a preferential right to acquire the shares that the other shareholders wish to transfer. In cases of capital increase, shareholders will have a preferential right to issue or subscribe new shares. In any case, the preferential right will be exercised in proportion to the shares they own. The ownership and transfers of the shares will be verified by means of the corresponding inscriptions and declarations in the Company's Book of Shareholders.

SIXTH: The shares may not be sold, assigned, transferred or in any way encumbered, without first offering them for sale to the shareholders on equal terms as to a third party, which shall be done in writing. In any case, the preferential right to purchase or subscribe for shares may be exercised by offering the price they actually have according to the Company's Accounting Books. Shareholders will have a term of thirty (30) days to decide on their pre-emptive right, after said lapse, the selling shareholder will be free to sell, transfer or transfer them to third parties, and in the case of issuance of new shares for capital increase, of that the remaining shareholders subscribe the new shares pro rata. In the event that no shareholder wishes to subscribe shares, the company is fully authorized to accept third parties in it. All notifications referred to in this article will be in writing and signed by the recipients. If the operation of sale of shares to third parties is verified for an amount less than that initially offered to the shareholders, the sale will be considered null, as well as any non-rectifiable breach, against the preferential rights of the shareholders

CHAPTER II

OF THE MEETINGS OF THE ASSEMBLY

SEVENTH: The General Assembly of Shareholders is the sovereign body of the company and is in charge of the supreme direction of the company and as such is vested with the broadest powers; Its resolutions fully oblige all its Shareholders.

EIGHTH: The Ordinary Shareholders' Meeting will meet once a year, in the city of Caracas, within the ninety (90) days following the end of each fiscal year, prior call to be made by means of a single publication in a newspaper of the of greater circulation in the national scope, jointly by registered letter, telegram or MRW with at least five (5) days in advance of the day fixed for the meeting and the place, day, time and object to be discussed at the meeting will be expressed. There will be a quorum for the constitution and celebration of the Shareholders' Meetings, Ordinary or Extraordinary, when they are attended by a number of Shareholders representing more than fifty-one percent (51%) of the shares representing the company's capital stock and the Decisions will be taken with the favorable vote of the shareholders representing at least seventy-five percent (75%) of the capital present or represented at the Meeting. The Extraordinary Shareholders' Meetings will be called by the Managing Directors of the Company when they consider it pertinent to the interests of the company, in accordance with the provisions of article 278 of the Commercial Code. The call requirement may be dispensed with and an Assembly will be declared validly constituted when all the share capital is represented in it.

NINTH: Shareholders may be represented at the Assemblies by communicating it in writing.

TENTH: The Ordinary General Shareholders Meeting shall:

- a) Consider the balance sheet, with a view to the Commissioner's report.
- b) Elect the members of the Company's Board of Directors.
- c) Appoint the Commissioner of the Company,
- d) Consider any matter of interest to the Company.

CHAPTER IV

OF THE PRESIDENT

ELEVENTH: The Company will be directed and administered by one (1) president. The president will last in the exercise of his functions fifteen (15) years, and must remain in the exercise of his respective position until the Shareholders' Meeting, Ordinary or Extraordinary, designates his successor and he will take office, and may be re-elected in every opportunity. You must deposit or have a total of five (5) shares subscribed by him deposited in the Company's Social Fund.

TWELVE: The President has the broadest powers of administration and disposition, and especially, the following:

1. Call and preside over the Ordinary and Extraordinary Shareholders' Meetings,
2. Execute and carry out the resolutions adopted by the Shareholders' Meetings, both ordinary and extraordinary.
3. Sign the correspondence of the company.
4. Sign on behalf and on behalf of the company all contracts, instruments, public or private documents to celebrate and conclude any operation or negotiation related in any way with the management of the daily activities of the company.
5. Legally represent the company before any natural and / or legal persons, agencies, entities or public or private, national and / or foreign organizations, being able to process tenders, celebrate all kinds of contracts before administrative authorities, whether national, state or Municipal, as well as before the Institutes or companies of the State or state participation .-----
6. Execute all acts of administration, direction and disposition that may be considered necessary or convenient to carry out the purpose of the company. -----

7. Make recommendations to the Shareholders' Meetings, Extraordinary Ordinary, regarding the constitution of reserve funds and the use of net profits retained by the company.

8. To subscribe in the name and representation of the company the purchase, sale, lease, emphyteusis, insurance, deposits and contracts of any kind, nominated or unnamed, that they consider appropriate.

9. Authorize the acquisition of shares, quotas or participation in other companies. -----

10. Authorize the granting or granting of money or loans, with or without interest, and constitute or receive real or personal guarantees as appropriate.

11. Authorize the issuance, acceptance, endorsement, protest and endorsement of bills of exchange, checks, credit instruments, promissory notes and securities in general-

12. Authorize the opening, mobilization and closure of bank accounts, whether in checking, credit or deposit accounts, or any other kind.

13. Authorize the issue and negotiation of any classes of securities and credit documents.

14. Order the payment of dividends decreed by the Shareholders Assembly.

15. Open, transfer and close branches, agencies or offices.

16. Dispose, encumber, mortgage, lease and any other act of administration and disposition of personal or immovable property of your property.

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17. Prepare the norms and guidelines of the general policy of the company. Prepare the annual budget of expenses of the company, present the reports and balances corresponding to the Assemblies, as well as the proposal for the distribution of dividends.

18. Appoint general, judicial and all types of attorneys, conferring in any case, the powers that it deems pertinent, being able to attribute to the attorneys-at-law, among other powers, those of agreeing, compromising, compromising arbitrators of law or arbitrators, trying and answering claims , exercise all kinds of ordinary and extraordinary resources.

19. To exercise the other attributions that correspond to him according to the Law or this constitutive document and to carry out all kinds of acts tending to the benefit or improvement of the company within its object. ----

The powers in this clause should not be interpreted in any way restrictive, since the Shareholders Assembly does not limit the powers of the Board of Directors, since they are full and without reservations of any kind in everything that is not expressly attributed to the Assembly of Shareholders.-

SINGLE PARAGRAPH: None of the members of the Board of Directors is empowered to issue bail to third parties who compel the company for matters related or not to its interests.

CHAPTER V

OF THE ECONOMIC YEAR

THIRTEENTH: The fiscal year of the Company will begin on the first (1) of January and will end on the thirty-first (31) of December of each year. The first fiscal year of the Company will begin from the date of registration thereof, ending on December thirty-first (31) of that same year.

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CHAPTER VI

OF THE DISTRIBUTION OF PROFITS

FOURTEENTH: In order to determine the liquid profits at the end of the fiscal year, all that corresponds will be deducted from the gross profits according to the commercial norms, the pertinent legal dispositions and what the Assembly indicates. The liquid profits thus obtained will be distributed annually as follows:

- a) Five percent (5%) will be set aside to form the reserve fund, until it reaches an amount of not less than ten percent (10%) of the capital stock. ----
- b) The sums or percentages that by decision of the Assembly are destined for the reserve fund provided in the first section of this article will be set aside.
- c) The remainder will be available to the Assembly, which may order it to be distributed among the shareholders in proportion to the number and added value paid of the shares owned by each one, or to be used for any other lawful purpose for the benefit of the society.

CHAPTER VII

FROM THE COMMISSIONER

FIFTEENTH: The company will have a Commissioner, who must be a Certified Public Accountant, Administrator or Economist, and will have the powers set forth in the Commercial Code, will be appointed by the Ordinary Shareholders Meeting and will last two (2) years in the exercise of his functions, or until his successor has taken office. Designated as Commissioner, ENRIQUE DELGADO, Venezuelan, of legal age, holder of identity card number V 10,795,433, Public Accountant. Collegiate C.P.C. No. 119,131.

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CHAPTER VIII

TRANSITORY DISPOSITIONS

SIXTEENTH: In everything not foreseen in this document, the provisions of the Commercial Code and other supplementary laws will govern. -

SEVENTEENTH:

Citizen EDGAR JOSE CASTRO CONTRERAS, already identified, is appointed as president.

The citizen TEÓFILO JESUS SANCHEZ VASQUEZ, Holder of c.i no. 1.755,644, so that you can complete the registration process for this document in the competent Mercantile Registry and sign the respective legal documentation before it. ---

EDGAR JOSE CASTRO CONTRERAS

MILITZA MARGARITA MACHADO POVE

SWORN DECLARATION OF ORIGIN AND LEGAL DESTINATION OF FUNDS IN ACCORDANCE WITH THE ESTABLISHED IN ART. 17 OF RESOLUTION N ° 150 PUBLISHED IN THE OFFICIAL GAZETTE OF THE BOLIVARIAN REPUBLIC OF VENEZUELA N ° 39,697 OF JUNE 16, 2011, OF THE NORMATIVE FOR THE PREVENTION, CONTROL AND AUDIT OF CAPITAL LEGITIMATION AND FINANCING OPERATIONS ON THE TERRITORY OF THE REGISTRY AND NOTARIAL OFFICES OF THE BOLIVARIAN REPUBLIC OF VENEZUELA WE, EDGAR JOSE CASTRO CONTRERAS AND MILITZA MARGARITA MACHADO POVEA previously identified by this document, DECLARE IN FAITH OF JURY, that the capital, property, assets or securities of the act granted at the present date, the object of CONSTITUTION OF THE PRESENT

2011, 23 JUN 12:37

COMMERCIAL SOCIETY, come from activities of legitimate mercantile nature, which can be corroborated by the competent organizations and has no relation to money, capital, assets, assets, securities or titles that are considered product of illegal activities or actions contemplated in the Organic Law Against Organized Crime and Financing of terrorism and the Organic Law on Narcotic and Psychotropic Substances, and in turn, We, EDGAR JOSE CASTRO CONTRERAS AND MILITZA MARGARITA MACHADO POVEA of occupation MERCHANTS, previously identified that the funds resulting from this act will have an end lawful.-

EDGAR JOSE GASTRO CONTRERAS

MILITZA MARGARITA MACHADO POVEA

Certification of translator's competence

I, Ana G Salinas hereby certify that the above is accurate English translation of the original in Spanish language, and that I am competent in both English and Spanish language, to render such translation.



Signature of the translator

Ana G Salinas 3801 N.W 99 AVE CORAL SPRINGS, FL 33065

Telephone (954) 274-8104

Date 03/18/2020

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