



## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** IKSAN GTZ, C.A. 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:

JORGE SALCEDO

Name of Person

SALCEDO ATTORNEYS AT LAW, P.A.

Firm/Company

200 S. BISCAYNE BOULEVARD, SUITE 2700

Address

MIAMI, FL 33131

City/State and Zip code

JSALCEDO@LAWJSH.COM

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

For further information concerning this matter, please call:

JORGE SALCEDO

at ( 305 ) 375-0640

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 &    ☐ \$78.75 Filing Fee &    ☐ \$87.50 Filing Fee,

**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. IKSAN GTZ, C.A. 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. MAY 28, 2021 5. \_\_\_\_\_  
(Date of incorporation) (Date of duration, if other than perpetual)

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

7. 20900 N.E. 30TH AVENUE, SUITE 416, AVENTURA, FL 33180  
(Principal office street address)

\_\_\_\_\_  
(Current mailing address, if different)

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

Name: JSH REGISTER AGENT SERVICES INC  
Office Address: 200 S. BISCAYNE BLVD, SUITE 2700  
MIAMI, Florida 33131  
(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.*

  
(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]:

FILED  
2021 SEP 23 AM 8:28  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE  
FLORIDA

**A. DIRECTORS**

☐ Chairman Name: CYNTHIA KARAM  
☐ Vice Chairman Address: CALLE F. EDIF EL PARNASO  
☒ Director APT. SSB. URB.  
☐ President COLINAS DE VALLE ARriba  
☐ Vice President CARACAS, MIRANDA, VZ 1080  
☐ Secretary ☐ Treasurer  
☐ Other ☐ Other

☐ Chairman Name: SARKIS YAMMINE  
☐ Vice Chairman Address: CALLE F. EDIF BLANDIN  
☒ Director ARRIBA. PISO 3 APT 3-B2 URB  
☐ President COLINAS DE VALLE ARriba  
☐ Vice President CARACAS, MIRANDA, VZ 1080  
☐ 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

☐ Chairman Name: \_\_\_\_\_  
☐ Vice Chairman Address: \_\_\_\_\_  
☐ Director \_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other ☐ Other

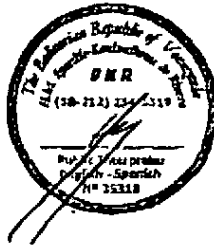
**Important Notice:** Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

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

13. SARKIS YAMMINE, DIRECTOR  
(Typed or printed name and capacity of person signing application)

2021 SEP 23 AM 8:28  
FILED



### **CERTIFICATE OF TRANSLATION OF FOREIGN DOCUMENT**

I, the undersigned, **HELLEN MARY SPANKIE de RIVERA**, the holder of Identity Card N° V-5.313.000, a Public Interpreter of the Republic of Venezuela in the English language, according to Title N° 1162 issued by the Ministry of Justice of the Republic of Venezuela on March 17<sup>th</sup>, 1993, registered at the Main Public Registry of the Federal District on August 10<sup>th</sup>, 1993, under N° 15, Page N° 15, Volume 3-A, and at the Lower Court First for Family and Minors on September 15<sup>th</sup>, 1993, under N° 55, Page N° 124, Letter "S", and published in Official Gazette N° 35318 dated October 15<sup>th</sup>, 1993, and with the Public Interpreters Association on November 10<sup>th</sup>, 1993; also registered with the Consular Sections of the Embassies for the U.K., the U.S.A., and Canada, and the Australian Commercial Office in Caracas; **DO HEREBY CERTIFY** that I am duly qualified and competent in the English and Spanish languages, and that the translation of the accompanying document presented to me for translation, rendered from the Spanish into the English language, is true and accurate and textually reads as follows:

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The Bolivarian Republic of Venezuela  
Coat of Arms  
Business Registry Fourth of the Judicial Circuit of the Capital District and State of Miranda

Auxiliary Registrar  
Arquimedes J. ROSALES G. (Lawyer)

Address:  
Avenida La Salle, Torre SENIAT, P.B.,  
Plaza Venezuela – Caracas

Tel. N° (0212) 794-0862 / 794-0185 / 794-0125

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Bolivarian Republic of Venezuela  
Ministry of the People's Power for Interior Relations and Justice  
Autonomous Registry and Notary Service  
Business Registry Fourth of the Capital District  
Arquimedes J. ROSALES G., the Auxiliary Business Registrar

RM N° 223  
211<sup>th</sup> and 162<sup>nd</sup>

### **CERTIFIES**

that the Business Registry entry transcribed below, originally entered under N° 8, in Volume 77-A Business Registry Fourth, kept for the Year 2016, and the Information, Note, and Document copied below are true and accurate to the original documents, to the following tenor:

This Folio pertains to: **223-38208**  
IKSAN GTZ, C.A.  
File N° 223-38208

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*Signed Illegible*  
Ismael E. MONTEALEGRE TORRES  
(Lawyer)  
Venezuelan Bar Association  
INPREABOGADO N° 247.301

Citizen

Business Registrar Fourth of the Judicial Circuit of the Capital District and State of Miranda  
The Registry Office

I, Aliber Gregorio BLANCO RODRÍGUEZ, Venezuelan, of legal age, the holder of Identity Card N° V-12.975.633, duly authorized to act herein pursuant to the Memorandum and Articles of Incorporation of "IKSAN GTZ, C.A.", the company in formation, come before you to expound that I attach the aforesaid company's Memorandum and Articles of Incorporation for entry and publication, wherefore I likewise request the corresponding certified copy be issued to me.

Caracas, on the date of submission.

BUSINESS REGISTRY FOURTH

Date: May 27<sup>th</sup>, 2021.  
Action: Incorporation  
Bs. 15,000,000,000

*Signed Illegible*  
Aliber Gregorio BLANCO

Bolivarian Republic of Venezuela  
Ministry of the People's Power for interior Relations and Justice

Autonomous Registry and Notary Service  
Business Registry Fourth of the Capital District

RM N° 223  
211<sup>th</sup> and 162<sup>nd</sup>

Libertador Municipality, May 28<sup>th</sup>, 2021.

Submission of the foregoing information is hereby acknowledged. The requirements of Law have been met. Enter in the Commercial Register together with the submitted document; post, and publish the respective entry; form the Company Folder and file the original together with a copy of the company's Articles of Incorporation and other accompanying documents. Issue a copy for publication. The foregoing document drafted by Ismael Eduardo MONTEALEGRE TORRES, (Lawyer), Venezuelan Bar Association IPASA N° 247.301 is being entered under N° 8, Volume 77-A Business Registry Fourth. Dues Paid: Bs. 152,130,800.00 pursuant to Form N° RM 22300293119, Bank Voucher N° 394022935 in the amount of Bs. 150,000,000.03 – Identification was made as follows: Aliber Gregorio BLANCO RODRÍGUEZ, the holder of Identity Card N° V-12.975.633 – Reviewing Lawyer: Janeth de Jesús TORO CHIRINO.

The Auxiliary Business Registrar  
*Signed*: Arquímedes J. ROSALES G.,

This Folio pertains to:  
IKSAN GTZ, C.A.  
File N° 223-38208  
INCORPORATION

BUSINESS REGISTRY FOURTH  
Bank Deposit: 22935  
Date: May 27<sup>th</sup>, 2021.  
Bs. 3 000



Signed Illegible  
Ismael E. MONTEALEGRE TORRES (Lawyer)  
Venezuelan Bar Association  
INPREABOGADO N° 247.301

We, **CYNTHIA KARAM YAMMINE** and **SARKIS GABRIEL YAMMINE CIAMMARICONE**, Venezuelan citizens, of legal age, single by marital status, and domiciled in Caracas, the holders of Identity Cards Nos. **V-18.245.207** and **V-18.245.168**, respectively, have agreed to organize a Corporation, which shall be governed by the following Articles of Incorporation, which are written broadly enough to serve as Company By-laws.

## **ARTICLES OF INCORPORATION AND BY-LAWS**

### **TITLE I**

#### **Name, Domicile, Object, and Duration**

**ARTICLE FIRST:** The name of the company will be “**IKSAN GTZ, C.A.**” and it will be domiciled in Caracas, at Av. Orinoco con Calle Monterrey, Urb. Las Mercedes, the Baruta Municipality, Capital District, Zip code 1080, Iksan shop, and it may carry out operations and set up agencies, offices, branches and/or any other kind of facilities or representation offices in any other place of the Bolivarian Republic of Venezuela or abroad, as the General Shareholders' Meeting shall see fit. In this regard, it may set up, acquire, build, lease, operate and own in any legally permitted form, workshops, plants, storage sites, offices, and other establishments necessary to achieve the company object.

**ARTICLE SECOND:** The company's main, but not the only, object shall be to provide all kinds of services, sell or alienate for any legal purpose any kind of products or articles related to the automobile sector. To that end, the company may engage in the following activities: 1. Purchase and sell, lease, import, export, and distribute any kind of new and used automotive vehicles; 2. Purchase and sell, lease, import, export, and distribute any kind of spare parts and tools for automotive vehicles, and the tools required to manufacture such spare parts and tools; 3. Provide financing to any third party for a legal purpose to acquire any kind of automotive vehicles manufactured in the country and/or legally imported into the national territory by any natural or moral person (collective entity) legally authorized to carry out such activities; 4. Enter into finance or operational leases with third parties to sell any and all kinds of automotive vehicles manufactured locally and/or legally imported into the national territory by any natural or moral person authorized to engage in such activities; 5. Give financing to third parties to legally buy any kind of goods and services, including the spare parts and accessories needed or appropriate for the operation and marketing of the aforementioned automotive vehicles; 6. Provide



financing for sales made by its affiliates or distribution agencies; 7. Give financing to company suppliers in relation to their operations; 8. Provide company suppliers with working-capital cash advances; 9. Finance the investments necessary to increase the production capacity of suppliers to provide spare parts and components; 10. Provide collections and payment services to company distribution affiliates or agencies and any third party; 11. Provide administrative, marketing, distribution, inventory management, quality control, training, service engineering, stock/warehouse management, packing, advertising, treasury, personnel advisory and other services necessary for the operation of companies, whether national or foreign natural or moral persons; 12. Conduct for its own sake or for others any kind of studies, investigations, public relations and provide commercial, industrial or financing consultancy or advisory services; 13. Provide mechanical repair and maintenance, bodywork, painting services for all kinds of automotive vehicles, whether new or used; 14. Purchase and sell, distribute, manage, exploit, import, lease and/or exchange any kind of products, goods, equipment, apparatuses, accessories, spare parts, and instruments for the distribution of new and used automotive vehicles, and in general, any other kind of raw materials, semi-finished and/or finished products; 15. Acquire or market any kind of credit instruments, borrow and lend money, obtain guarantees or surety in favor of third parties, whether or not for a valuable consideration; 16; Obtain and grant any kind of loans with or without a pledge, collateral, mortgage, fiduciary or any other kind of guarantee; and issue, accept, endorse and/or subscribe any kind of credit instruments legally permitted; 17. Issue, accept, endorse and in general negotiate any kind of credit instruments, including bonds or debentures with or without a real guarantee, and mortgage bonds or certificates; 18. Buy, use and transfer for any legal reason any kind automotive vehicles for the general use of the company as shall be seen fit to conduct the company business. 19. In general, enter into any contracts, engage in any operations or transactions and carry out any acts, which are necessary or appropriate for the achievement of the aforementioned company objects, including carrying out any civil or business act permitted by law. In addition, the company may carry out any lawful commercial activity, whether or not related to the company's main object, without any limitation, as the objects listed above are not all-inclusive.

**ARTICLE THIRD:** The company shall begin business activities for a duration of fifty (50) years as from the date of registration with the Business Registry.

## **TITLE II**

### **Company Capital, Shares, Shareholders**

**ARTICLE FOURTH:** The company's capital is the amount of **FIFTEEN BILLION BOLIVARS (Bs. 15,000,000,000.00)**, represented by **FIFTEEN THOUSAND (15,000)**





nominative non-convertible bearer shares with a par value of ONE MILLION BOLIVARS (Bs. 1,000,000) each, which have been subscribed and paid up as follows: **CYNTHIA KARAM YAMMINE** has subscribed SEVEN THOUSAND FIVE HUNDRED (7,500) shares, representing FIFTY PERCENT (50%) of subscribed capital, and has paid up SEVEN THOUSAND FIVE HUNDRED MILLION BOLIVARS, which represents one hundred percent (100%) of her subscribed capital; and **SARKIS GABRIEL YAMMINE CIAMMARICONE** has subscribed SEVEN THOUSAND FIVE HUNDRED (7,500) shares, representing FIFTY PERCENT (50%) of subscribed capital, and has paid up SEVEN THOUSAND FIVE HUNDRED MILLION BOLIVARS, which represents one hundred percent (100%) of his subscribed capital, as stated in a certified inventory attached hereto.

**ARTICLE FIFTH:** All company shares are nominative non-convertible bearer shares, whose ownership is proven by registration in the company Shareholder Register, duly signed by a company director and the shareholder. Share certificates shall include the annotations established in the Venezuelan Commercial Code and may consist of any number of shares. Each share entitles its holder to cast a vote at the company's Shareholders' Meeting and shall be indivisible as regards the company, who shall only recognize one holder for each share, and they shall comply with the requisites of the Commercial Code and be signed by one or more Administrators or Managers.

**ARTICLE SIXTH:** No company shareholder shall pledge or offer as security his/her company shares to a third party without the prior approval of the company's General Shareholders' Meeting. Should a shareholder wish to sell all or part of his/her shares, the other company shareholders shall have a preemptive right to buy them and the selling shareholder shall notify them in writing and request notification acknowledgement of receipt. Shareholders wishing to buy offered shares shall have ten (10) calendar days after being notified to exercise their preemptive right to buy a number of shares proportional to their shareholdings, but if no shareholder states his/her wish to buy offered shares within the stated period, it shall be understood that they have waived their preemptive right to buy. Should the company decide to increase the company capital stock, each shareholder shall be entitled to an increase, which is proportional to his/her, shareholdings.

Any transfer or assignment of company shares shall require the approval of at least FIFTY-ONE PERCENT (50%) of the company shareholders and shall be recorded in the Shareholder Register, and the involved share certificates shall be properly signed by the assignor, assign, and the company's administrator and legal representative.



### **TITLE III**

#### **Administration**

**ARTICLE SEVENTH:** The company's management and administration shall be entrusted to two (2) directors, who shall be appointed by the Shareholders' Meeting and hold office for ten (10) years. To fill an absolute absence of a director, a Shareholders' Meeting shall be called to appoint the person to hold such office for the remaining statutory period. Whenever necessary, a director may appoint a substitute or deputy to fill his/her temporary absence, who shall have his/her same powers or authorities. Principal and alternate (if any) managers and administrators shall be appointed by the General Shareholders' Meeting and they shall hold office and have the same powers, even after the expiration of their tenure and until the General Shareholders' Meeting shall appoint new alternates or reappoint the incumbents.

**ARTICLE EIGHTH:** Each company director shall deposit in the company safe two (2) company shares for the purposes stipulated in Article 244 of the Commercial Code. The aforementioned shares shall be returned to each director after the company obtains proper acquaintance from each director.

**ARTICLE NINTH:** Directors, acting jointly or separately, shall be entrusted the administration and direction of the company and have among others the following powers: (1) Buy, sell and/or encumber any kind of personal or real property; (2) Enter into any of the following contracts: leases for fixed or indefinite periods, including for periods longer than two (2) years, emphyteusis, trust, antichresis, agency, service, advisory, works, labor, transportation, insurance, deposit, and any other kind of contract they shall see fit to further the interests of the company; (3) Borrow and lend money with or without guarantee, and issue and receive any real and personal guarantees they shall see fit; (4) Subscribe and acquire by any means, shares and debentures of other companies and otherwise hold an interest therein; (5) Draw, accept, endorse, discount, protest, and guarantee bills of exchange, promissory notes and other credit instruments; (6) Open, manage, and close bank checking accounts and draw amounts from such accounts either with available funds or using an overdraft or other facility, and issue, endorse and cash checks; (7) Appoint and remove managers, officers and agents as they shall see fit, and set their responsibilities and remuneration; (8) Receive money, payments for any reason on behalf of the company; (9) Appoint judicial attorneys and set their powers, including the powers to agree, transact, desist, appoint arbitrators and legal arbiters, bid at judicial auctions, and any other powers of disposition and administration they shall see fit, and they are also authorized to issue and revoke powers of attorney. Aforementioned director powers are not restrictive and shall thus include all of those powers not expressly



assigned to the Shareholders' Meeting or the Statutory Auditor by this document or the law. The General Shareholders' Meeting may also appoint a Judicial Representative with the following powers: Represent the company judicially and extrajudicially. Judicial powers: file and contest any kind of lawsuits, counterclaims and matters precedent, be served services of process, summons or notifications; request, desist, transact, conciliate, appoint arbitrators, petition a ruling or decision under equity, bid at auctions, receive sums of money on behalf of the company, avail of the law in litigation, and file any ordinary or extraordinary appeals, including appeals for nullity, complaint or invalidation before the Supreme Court of Justice. Extrajudicial powers: file any kind of petitions on behalf of the company before any public or private organ or entity, and see through them until final resolution, so that the company shall comply with all formal legal duties. Directors may also issue to trusted attorneys any judicial powers of attorney and revoke them to represent the company judicially, and give them all the powers expressly established in Article 154 of the Venezuelan Civil Procedure Code. Any temporary or absolute absences of the judicial representative shall be filled by an alternate appointed to that effect.

#### **TITLE IV**

##### **Shareholders' Meetings**

**ARTICLE TENTH:** The company may hold ordinary or special Shareholders' Meetings, which shall be called by any of the directors by notice published in national-circulation newspaper at least five (5) days before the Meeting takes place. An ordinary Shareholders' Meeting shall be held in the city of Caracas within three (3) months after the closing of the annual fiscal period, at the place and on the day and time indicated in the notice to the Meeting. The ordinary Shareholders' Meeting shall be responsible for discussing the company's financial statements considering the Statutory Auditor's report and appointing the company's Administrators or Managers and the Statutory Auditor, whenever applicable. Any business discussed and not included in the notice to the Meeting shall void and null. Special Shareholders' Meetings shall be held whenever the members of the Board of Directors shall see fit by any of the means established in the company by-laws and whenever requested by a number of shareholders representing at least twenty percent (20%) of the company's capital stock.

Notices to Special Shareholders' Meetings shall be published in a national-circulation newspaper stating the place, date and time of the meeting and the business to be discussed. Each shareholder is entitled to receive a notice to such meetings by certified mail at his/her expense, pursuant to Article 279 of the Commercial Code. No prior notice to a Special Meeting shall be required if one hundred percent (100%) of the company's capital stock is present or represented at the meeting.



**ARTICLE ELEVENTH:** For the validity of the deliberations and resolutions of ordinary and special Shareholders' Meetings, including those called for the purposes of Article 280 of Commercial Code, the presence and favorable vote, in the first or subsequent meeting called, of a number of shareholders representing a number of shares equivalent to at least fifty-one percent (51%) of the company's capital stock shall be required.

However, should shareholders fail to agree on any items deliberated at the General Shareholders' Meeting, which would prevent to adopt valid resolutions and cause detriment to the company, any shareholder may petition before a Business Court to submit the items in disagreement to arbitration pursuant to the rules established in the Civil Procedure Code. This consideration shall have no effect if one hundred percent (100%) of the company's capital stock is held by a sole shareholder. Shareholders may be represented at Shareholders' Meetings by a special proxy issued by a simple letter or telegram. The proceedings of each Shareholders' Meeting shall be included in the minutes thereof and recorded in the corresponding minutes book, pursuant to Article 283 of the Commercial Code.

## **TITLE V**

### **Statutory Auditor**

**ARTICLE TWELFTH:** The ordinary Shareholders' Meeting shall appoint a Statutory Auditor, who shall hold office for ten (10) years or until a successor is appointed, and he/she may be removed at any ordinary or special Shareholders' Meeting. The functions and obligations of the Statutory Auditor shall be those stated in the Commercial Code

## **TITLE VI**

### **Fiscal Period, Reserves, Balance Sheet, Profits, and Company Liquidation.**

**ARTICLE THIRTEENTH:** The company's fiscal period shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year, as established in Articles 347 and following articles of the Commercial Code, and at the latter date the company's financial statements, including a balance sheet, shall be prepared and a physical inventory of goods taken, in accordance with applicable legal regulations, which shall accurately state the company's profit or losses actually earned.

**ARTICLE FOURTEENTH:** To prepare the company financial statements and balance sheet, administrators shall comply with the accounting standards stated in the Commercial Code. After the balance sheet and financial statements are approved by the Shareholders' Meeting, FIVE PERCENT (5%) shall be set aside from net profits to set up a legal reserve fund, until it reaches at least FIFTY PERCENT (50%) of the company's



capital stock, and any additional reserves required by law and administrative prudence shall also be set aside. Any remaining profits shall be distributed among shareholders, without detriment to the company's interests, proportionately to the nominal value of their shareholdings and on the date determined by the General Shareholders' Meeting called for that purpose.

## **TITLE VII**

### **Final Provisions**

**ARTICLE FIFTEENTH:** Any matters not contemplated in these articles of incorporation and by-laws shall be governed by the provisions of the Commercial Code on corporations, and failing this, by the any applicable laws, decrees, legal regulations or provisions.

**ARTICLE SIXTEENTH:** For the first statutory period of ten (10) years, the following persons have been appointed as directors: **CYNTHIA KARAM YAMMINE** and **SARKIS GABRIEL YAMMINE CIAMMARICONE**, Venezuelan citizens, of legal age, single by marital status, and domiciled in Caracas, the holders of Identity Cards Nos. **V-18.245.207** and **V-18.245.168**, respectively; and **CARLOS ENRIQUE VÁSQUEZ HERNÁNDEZ**, a Venezuelan citizen, of legal age, and the holder of Identity Card N° **V-7.064552**, Certified Public Accountant N° 64826, has been appointed as Statutory Auditor for a period of ten (10) years.

**ARTICLE SEVENTEENTH:** Exceptionally, the first company fiscal period shall begin upon registration of this document with the Business Registry and end on December 31, 2021.

Finally, **ALIBER GREGORIO BLANCO RODRÍGUEZ**, a Venezuelan citizen, of legal age, and the holder of Identity Card N° **V-12.975.633**, is authorized to make the necessary notification and decide and sign with no limitation on all aspects related to registration of this document with the Business Registry of this Judicial District.

Caracas, on the date of presentation.

*Signed Illegible + 2 Thumb Prints*  
Cynthia KARAM YAMMINE

*Signed Illegible + 2 Thumb Prints*  
Sarkis Gabriel YAMMINE CIAMMARICONE



### AFFIDAVIT OF SOURCE AND DESTINATION OF FUNDS

PURSUANT TO ARTICLE 17 OF RESOLUTION PUBLISHED IN THE OFFICIAL GAZETTE OF THE BOLIVARIAN REPUBLIC OF VENEZUELA N° 150 ON JUNE 16, 2011, REGARDING THE REGULATIONS FOR THE PREVENTION AND CONTROL OF MONEY LAUNDER AND TERRORISM FINANCING OPERATIONS, APPLICABLE TO REGISTRATION AND NOTARIZATION OFFICES OF THE BOLIVARIAN REPUBLIC OF VENEZUELA, THE FOLLOWING DECLARATION IS MADE AND INSERTED IN THE BUSINESS COMPANY FILE OF THE BUSINESS REGISTRY.

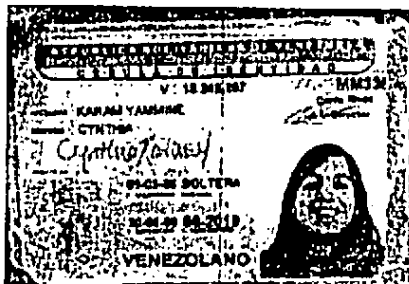
We, **CYNTHIA KARAM YAMMINE** and **SARKIS GABRIEL YAMMINE CIAMMARICONE** Venezuelan citizens, of legal age, single by marital status, and domiciled in Caracas, the holders of Identity Cards Nos. **V-18.245.207** and **V-18.245.168**, respectively, declare under oath that the capitals, assets, property, and valuables or securities of this legal act or business used to incorporate the business company by the name "**ISAN GTZ, C.A.**", to be engaged in the purchase and sale of automotive vehicles and the provision of services to the automobile sector, are of lawful origin, which can be corroborated by competent organs, and are in no way related to any money, capital, goods, property, valuables or securities which are deemed the proceeds of the unlawful activities contemplated in the Organic Law Against Racketeering and Terrorism Financing and/or the Organic Law on Illicit Drugs.

Caracas, on the date of presentation.

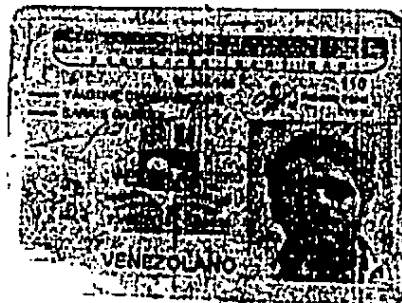
*Signed Illegible + 2 Thumb Prints*  
Cynthia KARAM YAMMINE

*Signed Illegible + 2 Thumb Prints*  
Sarkis Gabriel YAMMINE CIAMMARICONE

COPY OF VENEZUELAN IDENTITY CARD  
N° V-18.245.207



COPY OF VENEZUELAN IDENTITY CARD  
N° V-18.245.168





Libertador Municipality - May 28<sup>th</sup>, 2021.

Signed by:

**Aliber Gregorio BLANCO RODRÍGUEZ (Lawyer) & Arquímedes J. ROSALES G. (Lawyer)**

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*Signed Illegible*  
Arquímedes J. ROSALES G.,  
The Auxiliary Business Registrar

Stamped Accordingly

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*This translation is true to the attached original document written in the Spanish language, which I make upon request of the interested party, IN WITNESS WHEREOF I hereby set my hand and stamp in Caracas, today, September 07<sup>th</sup>, 2021.*

**Hellen Mary Spankie de Rivera**  
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