

F22000004820

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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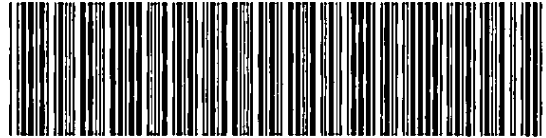
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2022 JUL 27 PM 12:24  
61130

AUG - 3 2022

M. COLOMBO

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** INVERSIONES SIMEON 333, C A

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:

ROBERT TARABOULOS CPA

Name of Person

KABAT, SCHERTZER, DE LA TORRE, TARABOULOUS & CO., LLC

Firm/Company

9300 S. DADELAND BLVD. STE 600

Address

MIAMI, FL 33156

City/State and Zip code

RTARABOULOS@KSDT-CPA.COM

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

For further information concerning this matter, please call:

ROBERT TARABOULOS

at ( 305 ) 570-3370

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**

- |  |  |   |   |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy |
|--|--|---|---|

2022 JUN 27 PM 12:24

**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. INVERSIONES SIMEON 333, 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. 01/26/2022 5. PERPETUAL  
(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. 9300 S DADELAND BLVD STE 600 MIAMI, FL 33156  
(Principal office street address)
- \_\_\_\_\_  
(Current mailing address, if different)

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

Name: KABAT, SCHERTZER, DE LA TORRE, TARABOULOS & CO LLC

Office Address: 9300 S. DADELAND BLVD, STE 600

MIAMI, Florida 33156  
(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.*

Robert Taraboulos  
(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]:

2022 JUL 27 PM 12:25

11:51

**A. DIRECTORS**

☐ Chairman Name: \_\_\_\_\_  
9300 S. DADELAND BLVD STE 600 MIAMI, FL 33156  
☐ Vice Chairman Address: \_\_\_\_\_  
☒ Director **DAVID RODRIGUEZ FREITAS**  
\_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: \_\_\_\_\_  
9300 S. DADELAND BLVD STE 600 MIAMI, FL 33156  
☐ Vice Chairman Address: \_\_\_\_\_  
☒ Director **REBECCA CAROLINA RODRIGUEZ PENA**  
\_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: \_\_\_\_\_  
9300 S. DADELAND BLVD STE 600 MIAMI, FL 33156  
☐ Vice Chairman Address: \_\_\_\_\_  
☒ Director **MANUEL ANGEL SANCHEZ RODRIGUEZ**  
\_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: \_\_\_\_\_  
9300 S. DADELAND BLVD STE 600 MIAMI, FL 33156  
☐ Vice Chairman Address: \_\_\_\_\_  
☒ Director **JAVIER FERNANDES ALMEIDA**  
\_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: \_\_\_\_\_  
9300 S. DADELAND BLVD STE 600 MIAMI, FL 33156  
☐ Vice Chairman Address: \_\_\_\_\_  
☒ Director **VIVIANA FERNANDES DE ALMEIDA**  
\_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: \_\_\_\_\_  
9300 S. DADELAND BLVD STE 600 MIAMI, FL 33156  
☐ Vice Chairman Address: \_\_\_\_\_  
☒ Director **FILIFE FERNANDES MOUTINHO**  
\_\_\_\_\_  
☐ 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.

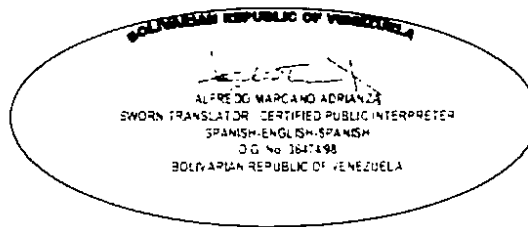
12.  \_\_\_\_\_  
Signature of Director or Officer

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. David Rodriguez Freitas  
(Typed or printed name and capacity of person signing application)

SPANISH - ENGLISH  
TRANSLATION  
BANK FORM & RECEIPTS  
CERTIFICATES  
INCORPORATION  
&  
BY-LAWS  
DOCUMENT  
INVERSIONES SIMEON 333, C.A.

TRADUCCIÓN  
ESPAÑOL - INGLÉS  
FORMULARIO BANCARIO & RECIBOS  
CERTIFICADOS  
CONSTITUCIÓN DE COMPAÑÍA  
&  
ESTATUTOS SOCIALES  
INVERSIONES SIMEON 333, C.A.



Alfredo Marciano Adrianza

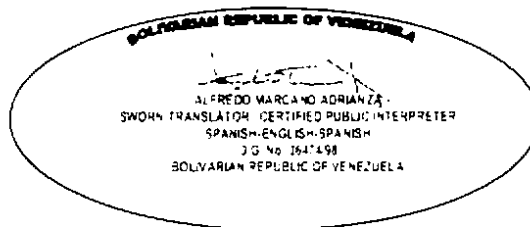
Traductor Jurado - Sworn Translator  
Intérprete Público Certificado - Certified Public Interpreter

Gaceta Oficial - Official Gazette No. 36.474/98

República Bolivariana de Venezuela - Bolivarian Republic of Venezuela

Caracas - Venezuela  
Telf. (0210) 794 20 33  
Movil: 0414 - 307 22 52  
marcanoadrianza@gmail.com

I, **ALFREDO MARCANO ADRIANZA**, the undersigned, bearer of Venezuelan Identity Document Number V- 4,007,547, a Sworn Translator and Certified Public Interpreter in and for the Bolivarian Republic of Venezuela in the English and Spanish languages, as per studies certificate Diploma granted on November 18, 1997, and pursuant to appointment published by the Ministry of Justice in Official Gazette of the Republic of Venezuela N° 36,474 dated June 12, 1998, registered at the Main Office of the Public Registry of the Federal District under No. 184, Book 184, and registered with the Sixth Court, First Instance in Civil, Commerce and Transit Matters of this city on June 19, 1998, **DO HEREBY CERTIFY** that the following is a true and correct translation of the texts of the attached documents which I have been requested by the concerned party to translate from Spanish into English:





Gobierno Bolivariano de Venezuela  
Vicepresidencia de la República  
Bolivariana de Venezuela  
VICE-PRESIDENCY  
OF THE BOLIVARIAN REPUBLIC OF VENEZUELA  
BOLIVARIAN REPUBLIC OF VENEZUELA  
NOTARIES AND REGISTRARS OFFICES  
AUTONOMOUS SERVICE

Years 211 and 162  
(Of Independence and Federation, respectively)

SAREN

Date of Issue: 01-26-2022

This Bank Only Form (BOF) as of its issue has a validity of ten (10) continuous days for it to be paid. Once the respective payment has been made, it has a sixty (60) not extendable days validity in order for the document to be filed. Upon said lapses being exhausted the FOB is void and a new FOB should be issued in order for the procedure to proceed, being necessary to pay again the corresponding amount for same.

### BANK ONLY FORM (FOB)

Form Number: 22400432201

Number of Procedure: 224.2022.1.853

Type of Procedure:  
STOCK COMPANIES' INCORPORATION

ANNA MARIA TAMBASCO BALDOMIR  
Phone Number: (0414) 3900144

Applicant's CIE/RIF/PASS: V-6303069

Depositor's CIE/RIF/PASS:

Depositor's CIE/RIF/PASS:

Depositor's Signature:

SAREN - OFFICE 724  
APPROVED  
PREVIOUS REVISION  
(Linear wet stamping pressed  
ups on down)

Control Number: 488-0000-0000

Form of Payment:	SAREN Fee	2,529.61
Cash Amount	Municipal/State Fee	0
Sales Outlet	WHOLE AMOUNT	2,529.61
Internet Payment		

AMOUNT IN WORDS: TWO THOUSAND FIVE HUNDRED AND TWENTY-NINE BOLIVARS W/ SIXTY-ONE CENTS

Office Seal

Collecting Banks

Bank's Seal and Signature

0175 - Banco Bicentenario  
0102 - Banco de Venezuela  
0163 - Banco del Tesoro  
0108 - Banco Provincial



Gobierno Bolivariano de Venezuela  
Vicepresidencia de la República  
Bolivariana de Venezuela  
VICE-PRESIDENCY  
OF THE BOLIVARIAN REPUBLIC OF VENEZUELA  
BOLIVARIAN REPUBLIC OF VENEZUELA  
NOTARIES AND REGISTRARS OFFICES  
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Years 211 and 162  
(Of Independence and Federation, respectively)

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Depositor's CIE/RIF/PASS:

Depositor's CIE/RIF/PASS:

Depositor's Signature:

(In handwriting  
Granted on  
02/02/22)

Illegible handwriting signature upon  
in a linear wet stamping  
Aut. Danny Castillo  
Inpreabogado (illegible)

Control Number: 488-0000-0000

Form of Payment:	SAREN Fee	2,529.61
Cash Amount	Municipal/State Fee	0
Sales Outlet	WHOLE AMOUNT	2,529.61
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**BOLIVARIAN REPUBLIC OF VENEZUELA**  
\*\*\*VICE-PRESIDENCY OF THE BOLIVARIAN REPUBLIC OF VENEZUELA\*\*\*

NOTARIES AND REGISTRIES OFFICES  
AUTONOMOUS SERVICE  
FIFTH COMMERCIAL REGISTRY  
CAPITAL DISTRICT

RM No. 224  
Years 211 and 162  
(Of Independence and Federation, respectively)

AaI MICHEL ADRIANA VELASQUEZ GRILLET, REGISTRAR



**HEREBY CERTIFIES THAT:**

The Commercial Registry entry transcribed next, original which is recorded onto Book **177 - A FIFTH COMMERCIAL REGISTRY OF THE CAPITAL DISTRICT**, Number: 6 corresponding to year **2022**, as well as The Notice, Note and Document copied next are true transfer of the originals thereof, which are of the following tenor:

**224-59902**



NOTA: Este documento es una copia fiel del original que se encuentra en el Libro 177 - A FIFTH COMMERCIAL REGISTRY OF THE CAPITAL DISTRICT, Number: 6 correspondiente al año 2022, así como la Noticia, Nota y Documento copiados a continuación, los cuales son verdaderos transferidos de los originales de los mismos, los cuales son de la siguiente tenor:

THIS FOLIO BELONGS TO  
**INVERSIONES SIMEON 333, C.A.**  
File number: **224-59902**



(illegible handwriting signature)  
(illegible well stamping)  
Ceci G. Ruiz L.  
Attorney-at-Law  
INPRE: 271.151

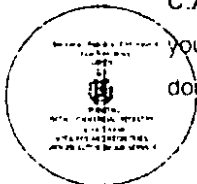
Citizen

FIFTH COMMERCIAL REGISTRAR OF THE CAPITAL DISTRICT

Your Chambers.-



The undersigned **ANNA MARÍA TAMBASCO BALDOMIR**, Venezuelan, of legal age, single, domiciled in the city of Caracas, bearer of Venezuela Identity Document No. **V-6,303,069**, duly authorized by the attached document, I hereby with due respect address to you and declare that I file the document that shall serve as Incorporation Document and By-Laws of the business association **INVERSIONES SIMEON 333, C.A.** for the purpose of its insertion and respective attachment onto the record under your care. I hereby please request that two (2) certified copies of this registered document be issued to me to the ends of its publishing and registration.



In the city of Caracas on the date of its filing.



(illegible handwriting signature)

Anna María Tambasco Baldomir

ID V-6,303,069

BOLIVARIAN REPUBLIC OF VENEZUELA  
\*\*\* VICE-PRESIDENCY OF THE BOLIVARIAN REPUBLIC OF VENEZUELA \*\*\*

NOTARIES AND REGISTRIES OFFICES  
AUTONOMOUS SERVICE  
FIFTH COMMERCIAL REGISTRY  
CAPITAL DISTRICT

RM No. 224  
Years 211 and 162  
(Of Independence and Federation respectively)



Wednesday, February 02, 2022

Upon filing of the foregoing notice by its SIGNATORY, for its filing, fixation and publication by and with the Commercial Registry Please proceed accordingly and let the original be added onto the record of the Business Association jointly with the accompanying documentation Allow please a copy of the publication to be issued The precedent document crafted by the Lawyer CECI RUIZ, IPSA (Lawyer's Social Welfare Institute) N 271151, is entered with the Commercial Registry under Number 6, BOOK 177 - A FIFTH COMMERCIAL REGISTRY OF THE CAPITAL DISTRICT Legal Fees paid for BS. 2529,61 As per RM Form No 22400432201 The Identification was thus carried out ANNA MARIA TAMBASCO BALDOMIR ID V-6303069 Reviewing Attorney JASMIN AMPARO MASSOUD BRICEÑO



THE REGISTRAR  
SIGNED MICHEL ADRIANA VELASQUEZ GRILLET

THIS FOLIO BELONGS TO:  
**INVERSIONES SIMEON 333, C.A.**  
File number: 222-59902  
INCORP



(illegible handwriting signature  
in blue ink stamping)  
Cecilia Ruiz L.  
Attorney-at-Law  
INPRE: 271.151

We, **DAVID RODRÍGUEZ FREITAS, REBECCA CAROLINA RODRIGUEZ PEÑA, MANUEL ANGEL SANCHEZ RODRÍGUEZ, JAVIER FERNANDES ALMEIDA, VIVIANA FERNANDES DE ALMEIDA** and **FILIFE FERNANDES MOUTINHO**, the firsts Venezuelans and the latter Portuguese, of legal age, single for marital status, domiciled in the city of Caracas, bearers of Venezuelan Identity Document Nos **V-6,126,305, V-21,415,345, V-19,378,720, V-15,948,527, V-20,027,011** and **E-81,342,963**, respectively, and registered with the Single Fiscal Information Registry under the numbers **V061263051, V214153455, V193787203, V159485273, V200270114** and **E813429635**, also respectively, have agreed upon to incorporate a business association in the form of a Joint Stock Company in accordance with the following sole partnership agreement document, which shall also serve as the Company's By-Laws

**INCORPORATION AND BY-LAWS DOCUMENT OF INVERSIONES SIMEON 333, C.A.**  
**CHAPTER I**

**DENOMINATION-DOMICILE-OBJECT-DURATION**

**FIRST:** The partnership shall be denominated **INVERSIONES SIMEON 333, C.A.**, and shall have its domicile in Avenida Río de Janeiro con Calle New York, Parcela 63, Urbanización Las Mercedes, Baruta Municipality of the Miranda State, Bolivarian Republic of Venezuela, regardless it may establish agencies or branches in any city of Venezuela or abroad

**SECOND:** The partnership shall have a duration of fifty (50) years counted as from the present document's filing with the Commercial Registry, without prejudice its duration may be dissolved or extended, prior decision of the Shareholders' Meeting held to such effect

**THIRD:** The Company shall have as main object all that in connection with the buy, whole and retail sale, distribution, commercialization, import and export of dairy products such as cheeses of all kinds, national or imported, whole and sliced, milk cream, butter, powder and liquid milk, yogurt, among others, all kinds of delicatesses, sausages, cold cuts such as domestic and imported hams, domestic and imported delicatessen, beef, pork, buffalo meat, fish, sea products in general, whole chickens and chickens cut in pieces, poultry products, pasteurized products, non-perishable and perishable foods, canned foods, groceries in general, packed foods such as rice, pasta, sugar, cornmeal, grains, cereals, legumes and vegetables, as well as all kinds of sweet and salty meals, pastry, appetizers and chopped salads, all types of fine delicatessen, snacks, party favors, bakery, patisserie, groceries, confectionary and desserts, drinks for accompanying same, such as coffee, juices, milks, beverages, mineral water, tee, as well as the commercialization, distribution, import and export of all classes of liquors, wines and beers, whiskies, gins, Jerez, Oporto, rum, tequila, schnapps and related liquors,

(1) Initializers

it shall likewise be destined to the buy, whole and retail sale, distribution, commercialization, import and export of cleaning articles, equipment and necessary accessories for the home care, personal hygiene, beauty products, and in general, the carrying out of whichever acts and related, complementary or supplementary businesses in connection with the line of work in that sector. In the realization of the object, the Company may also do businesses and/or celebrate contracts of any nature in the Bolivarian Republic of Venezuela or abroad, make partnerships with others to perform any of the aforementioned operations, since there is no limitation for its capacity to exercise free trade, and in general terms, all that related with the general line of work, in addition to develop any lawful business activity linked or not to its main object and, that to the Board of Directors' judgement be convenient and in accordance with the norms established in the Venezuelan Commerce Code in force and effect

## CHAPTER II

### CAPITAL - SHARES - SHAREHOLDERS

**FOURTH:** The Company's capital is of SIX THOUSAND BOLIVARS WITH 00/100 (Bs 6,000 00) divided into SIX HUNDRED (600) shares with a value of ten bolivars with 00/100 (Bs 10 00) each share, which are nominative non-convertible to bearer, conferring equal rights to their holders, and property, issuance and circulation thereof shall be done in accordance with that provided for by the Commerce Code. The capital has been fully paid in a hundred per cent (100%) by the shareholders as evidenced from bank deposit receipt attached herewith, and has been subscribed in the following manner: i) **DAVID RODRÍGUEZ FREITAS**, identified above, has subscribed one hundred eighty (180) shares, equivalent to the amount of ONE THOUSAND EIGHT HUNDRED BOLIVARS WITH 00/100 (Bs 1,800 00), namely, thirty per cent (30%) of the capital stock, and he has paid ONE THOUSAND EIGHT HUNDRED BOLIVARS WITH 00/100 (Bs 1,800 00), equivalent to hundred per cent (100%) of the subscribed capital, ii) **REBECCA CAROLINA RODRIGUEZ PEÑA**, above identified, has subscribed SEVENTY-FIVE (75) shares, equivalent to the amount of SEVEN HUNDRED AND FIFTY BOLIVARS WITH 00/100 (Bs 750 00), namely, twelve point five per cent (12.5%) of the capital stock, and she has paid SEVEN HUNDRED AND FIFTY BOLIVARS WITH 00/100 (Bs 750 00), equivalent to hundred per cent (100%) of the subscribed capital, iii) **MANUEL ANGEL SANCHEZ RODRÍGUEZ**, identified above, has subscribed NINETY (90) shares, equivalent to the amount of NINE HUNDRED BOLIVARS WITH 00/100 (Bs 900 00), namely, fifteen per cent (15%) of the capital stock, and he has paid NINE HUNDRED BOLIVARS WITH 00/100 (Bs 900 00), equivalent to hundred per cent (100%) of the subscribed capital, iv) **JAVIER FERNANDES ALMEIDA**, above identified, has subscribed SIXTY-SIX (66) shares, equivalent to the amount of SIX HUNDRED AND SIXTY BOLIVARS WITH 00/100 (Bs 660 00), namely, eleven per cent (11%) of the capital stock, and he has paid SIX HUNDRED AND SIXTY BOLIVARS WITH 00/100 (Bs 660 00), equivalent to hundred per cent (100%) of the subscribed capital,

(S) (initials)



v) **VIVIANA FERNANDES DE ALMEIDA**, above identified, has subscribed SIXTY-SIX (66) shares, equivalent to the amount of SIX HUNDRED AND SIXTY BOLIVARS WITH 00/100 (Bs 660 00), namely, eleven per cent (11%) of the capital stock, and she has paid SIX HUNDRED AND SIXTY BOLIVARS WITH 00/100 (Bs 660 00), equivalent to hundred per cent (100%) of the subscribed capital, and **FILIFE FERNANDES MOUTINHO**, above identified, has subscribed ONE HUNDRED AND TWENTY-THREE (123) shares, equivalent to the amount of ONE THOUSAND TWO HUNDRED AND THIRTY BOLIVARS WITH 00/100 (Bs 1,230 00), namely, twenty point five per cent (20 5%) of the capital stock, and he has paid ONE THOUSAND TWO HUNDRED AND THIRTY BOLIVARS WITH 00/100 (Bs 1,230 00), equivalent to hundred per cent (100%) of the subscribed capital



**FIFTH:** In the case of a capital increase, the shareholders shall dispose of a preferential right to acquire the new shares in proportion to the number of shares that each holds on the date the increase is approved. In case of sale of shares on the part of one of the partners, the shareholders agree upon to concede to themselves reciprocal right of preference for the acquisition of the Company's shares to be sold. When any of the partners wishes to sell the whole of or a part of the shares he/she holds in the partnership, he/she should notify in writing to the other partner of such decision, as well as the modalities and conditions of the sale, the other partners having a time limit of thirty (30) continuous days to exercise the pre-emptive right. Should different shareholders accept the offer, the shares shall be apportioned among them in proportion to the number of shares they hold. In whichever the case, it remains understood that should a partner waive to exercise his/her right of preference, the other partners shall be empowered to acquire the whole of the shares on sale applying the aforescribed conditions and modalities. Upon thirty (30) days of receiving notification thereof without the pre-emptive right being exercised by any of the shareholders, said right of preference shall be understood as waived, the offeror partner remaining free to sell his/her shares to persons other than or outside those of the partnership, but in no case may do that in more advantageous conditions than those offered to the other partners, under penalty of the sale's invalidation. In the case of any of the partners' death, said deceased partner's inheritors oblige themselves to offer, at a Company book's value, the shares in sale property of the deceased to the other partners, unless the partners unanimously agree upon to admit the legatees as the Company's partners.



**SIXTH:** The ownership's assignment or in guarantee of the Company's shares, shall be done by means of declaration in the Shareholders' Book, which should be signed by the assignor or assignors and by the assignee or assignees or their representatives duly accredited and by a member of the Board of Directors. In the case of one of the partners' death, in order to make the property's change declaration in the Shareholders' Book, it shall be required the filing of the death certificate, the inheritance solvency issued by the SENIAT (National Customs and Tax Administration Service), and the request in writing of the heirs should the case be they want to register the shares on behalf of a single owner or in a percentage other than that corresponding to each inheritor

(15 notations)

### CHAPTER III ON THE MEETINGS

**SEVENTH:** The Company's supreme direction and management body is the Shareholders' Meeting which shall meet at least once a year at the time, on the date and place, within or outside the national territory, thus determined by the Board of Directors' members. The Meetings shall be ordinary or extraordinary. The Ordinary Meetings shall be held within the following three (3) months to the date of the Company's fiscal year. The Extraordinary Meetings shall be held so many times as deemed necessary to the Company's interest at the time, on the date and place fixed by the Board of Directors' members or at the request of a number of shareholders representing at least twenty per cent (20%) of the capital stock and shall decide on any matter of interest to the partnership and shall address the issues set forth by the shareholders.

**EIGHTH:** Necessary steps for the call to any of the Meetings, ordinary or extraordinary, shall be done by the Company's Board of Directors' members, jointly or severally, by press publication in newspapers of national circulation, with at least five (5) days anticipation to the date the Meeting should take place. The notice should enunciate the object of the Meeting, and all deliberation on an object not expressed therein shall be void. Nevertheless, the Meeting whereat all the shares integrating the capital stock is represented may be deemed validly held and, disregarding the respective notice, deliberate thereat on the matters the members determine. All the shareholders have the right to be summoned at their cost by registered letter, choosing the domicile and depositing into the Company's safe box the number of shares necessary in order to have right to vote at the Meeting, all of this pursuant to that provided for in Articles 277 and 279 of the Commerce Code.

**NINTH:** The Ordinary and Extraordinary Meetings may not be constituted if thereat is not represented a number of Shareholders representing fifty-one per cent (51%) of the capital stock. Should said indicated quorum not be reached, a second call to the Meeting shall be made to take place eight (8) days after such notice, expressing therein that the Meeting shall be held whichever the number of its attendees, and their decisions shall not be definitive but after being published, and a third Meeting ratifying it be legally called whichever the number of those attending the Meeting, all of this in accordance with that disposed for in Article 281 of the Commerce Code.

**TENTH:** Of any Meeting, Minutes shall be drawn up that shall be registered and entered into the Meetings' Minutes Book in which mention shall be made of the attendees number, the shares represented by them, the decisions agreed upon, and same shall be signed by all those attending to the gathering, all in accordance with that established in Article 283 of the Commerce Code. The Meetings' decisions shall be deemed valid when same had been taken with the approval of the shareholders that represent the simple majority of votes present thereat or represented at the Meeting validly constituted, save in the cases a qualified majority be requested as thus foreseen in Article 280 of the Commerce Code. The resolutions and decisions taken thereat on issues not mentioned in the notice shall be deemed with no effect.

(1) Initializers

**ELEVENTH:** The Board of Directors' attributions are the following



- (1) To choose and remove the Company's Board of Directors' members,
- (2) To fix the remuneration of the Board of Directors' members, if any, at the Meeting's discretion,
- (3) To choose and remove the Company's Comptroller and fix his/her remuneration,
- (4) To examine and decide on the memoranda, balances and accounts that the Board of Directors submits
- (5) To agree upon the increases and reductions of the capital stock or on the refund thereof,
- (6) To decide on the shares issuance, obligations, bonuses or similar titles,
- (7) To modify partially or wholly the Company's By-Laws,
- (8) To extend or reduce the Company's duration term,
- (9) To decide on the merger, partnership, incorporation, dissolution and liquidation of the Company,
- (10) To agree upon the granting of surety bonds,
- (11) To resolve on any issue to be especially submitted by the members of the Board of Directors or by a number of shareholders representing, at least, the fifth part of the capital stock.



#### **CHAPTER IV ON THE ADMINISTRATION**

**TWELFTH:** The Company's direction and administration shall be in charge of a Board of Directors consisting of six (6) Directors, who may or not be shareholders of the Company, and are freely appointed and removable by the Shareholders' Meeting. The Board of Directors' members shall last five (5) years in the exercise of their functions being able to be reelected. Should the Shareholders' Meeting not timely do the ratifying or appointment of new members of the Board of Directors, the former directors shall continue performing their functions until their substitutes be designated and take charge. The Board of Directors will deposit in the Company's corporate safe box, five (5) shares of the partnership which shall remain affected in order to ensure their management.

**THIRTEENTH:** The Board of Directors through its Directors who may act jointly or severally, whomever of at least two (2) of them jointly, shall exercise the Company's representation before any natural or artificial person of public or private right, and shall be the immediate executor of the decisions of the Shareholders' Meetings. The Board of Directors' members acting jointly or severally, whomever of at least two (2) of them jointly, shall have the following attributions:

- (1) Perform the daily management of the partnership's business in compliance with its corporate object,
- (2) To represent the Company in Court or outside it, being able to grant extensive judicial and administrative powers to whom it deems convenient
- (3) Convene the Shareholders' Meetings, be them ordinary or extraordinaries



- (4) To contract with third parties, be them natural or artificial persons, on behalf and in the lawful interest of the Company
- (5) To issue, accept, endorse, discount, protest and endorse all kinds of exchange securities, especially bills of exchange, promissory notes, drafts, checks and further credit titles
- (6) To enter into all kinds of contracts or deals, agreements, subcontracts and any type of transactions on behalf of the Company
- (7) To apply for and obtain any kind of loans with any financial institution, within or outside the Bolivarian Republic of Venezuela, fixing the conditions, modalities, granting the guarantees it deems convenient, as well as being able to sign the documentation derived therefrom
- (8) To buy, sell, lease, to pledge or guarantee and in any way dispose of movables and immovables property of the Company
- (9) To open, close, mobilize current, saving accounts and any bank titles on the Company's behalf in any Financial Institution, within or outside the Bolivarian Republic of Venezuela
- (10) To establish or eliminate agencies, branches or representations of the partnership within or outside the Bolivarian Republic of Venezuela.
- (11) To annually submit to the Shareholders' Meeting the Financial Statements of results and the situation of the economic fiscal year,
- (12) To mobilize the funds of the Company and in general perform any other function destined to provide full compliance with the corporate object, since the attributions mentioned herein are merely enunciative and not exhaustive

## CHAPTER V

### FISCAL YEAR - BALANCE SHEETS - PROFITS - RESERVES

**FOURTEENTH:** The Company's Fiscal Year shall be between the first (1<sup>st</sup>) of January and the thirty-first (31<sup>st</sup>) of December each year. The first fiscal year shall be between the date of the Company's incorporation and the thirty-first (31<sup>st</sup>) of December 2022. On the date of the fiscal year's end, accounts will be cut, the Company's balance sheet and general inventory drawn up, a five per cent (5%) set-aside will be made from the profit, until reaching ten per cent (10%) of the capital stock as legal reserve, and make further sets-aside that could have been authorized by the Board of Directors' members. The accounting shall be entirely carried out in accordance with the modern techniques and with legal dispositions in force and effect. Should there be profits after the pertinent sets-aside are made, the Meeting's Assembly shall render them at the partnership's disposal to the purpose that same agrees upon the respective distribution of dividends.

(14) (in italics)



## CHAPTER VI ON THE DISSOLUTION AND LIQUIDATION

**FIFTEENTH:** The Company shall be dissolved if any of the assumptions foreseen in Article 340 of the Commerce Code should take place, and for all that in connection with the liquidation thereof shall rule the dispositions applicable foreseen in the laws regulating the matter. In the cases of the partnership's dissolution and subsequent liquidation, the Shareholders' Assembly shall remain vested with the broadest powers in all that in connection with the liquidation. Should the Shareholders' Meeting decide on the dissolution and subsequent liquidation, thus decided, same shall appoint the adjusters and grant them the powers it deems necessary.



**SIXTEENTH:** The product result of the liquidation, the deduction made from the corporate liabilities and those of the costs it causes shall be distributed among all and each one of the shareholders in proportion to the number and value paid of their respective shares according to that determined in the Minutes and books kept for such purpose.



## CHAPTER VII ON THE COMPTROLLER

**SEVENTEENTH:** The Company shall have a Comptroller who shall last five (5) years in the exercise of his/her position, but may be removed when thus resolved by the Meeting, and shall exercise the functions and attributions therefor foreseen in the Commerce Code.

## TRANSITIONAL PROVISIONS

**EIGHTEENTH:** For the positions of Directors were designated the Citizens Mr. **DAVID RODRIGUEZ FREITAS**, **REBECCA CAROLINA RODRIGUEZ PEÑA**, **MANUEL ANGEL SANCHEZ RODRIGUEZ**, **JAVIER FERNANDES ALMEIDA**, **VIVIANA FERNANDES DE ALMEIDA** and **FILIPPE FERNANDEZ MOUTINHO**, already identified above, who shall be exercising their functions up to the year 2026, and for the position of Comptroller designated for the same time period Citizen Ms. **MERCEDES AGRIPINA IZQUIERDO**, Venezuelan, of legal age, domiciled in the city of Caracas, bearer of Venezuelan Identity Document under No. **V-3,752,562**, C.P.C. (Certified Public Accountant) No. **12.930** and registered with the Single Fiscal Information Registry under No. **V037525622**. It is hereby authorized Citizen Ms. **ANNA MARÍA TAMBASCO BALDOMIR**, Venezuelan, of legal age, single, domiciled in the city of Caracas, bearer of Venezuelan Identity Document No. **V-6,303,069**, to take the necessary steps for the registration of the Company with the Single Fiscal Information Registry and for the filing, registration, fixation and publication of the present Incorporation and By-Laws Document with the Commercial Registry. For all that not foreseen in this document shall apply the Commerce Code's dispositions on matters of partnerships.

(S) Initializations)

(illegible handwriting signature)

**David Rodriguez Freitas**  
ID V-6,126,305

(illegible handwriting signature)

*Rebecca Rodriguez*  
**Rebecca Carolina Rodriguez Peña**  
ID V-21,415,345

(illegible handwriting signature)

*Manuel A Sanchez R*  
**Manuel Ángel Sánchez Rodríguez**  
ID V-19,378,720

(illegible handwriting signature)

**Javier Fernandes Almeida**  
ID V-15,948,527

(illegible handwriting signature)

**Filipe Fernandes Moutinho**  
ID E-81,342,963

(illegible handwriting signature)

**Viviana Fernandes De Almeida**  
ID V-20,027,011

We, DAVID RODRÍGUEZ FREITAS, REBECCA CAROLINA RODRIGUEZ PEÑA, MANUEL ANGEL SANCHEZ RODRIGUEZ, JAVIER FERNANDES ALMEIDA, VIVIANA FERNANDES DE ALMEIDA and FILIPE FERNANDES MOUTINHO, the firsts Venezuelans and the latter Portuguese, of legal age, single for marital status, domiciled in the city of Caracas, bearers of Venezuelan Identity Document Nos V-6,126,305, V-21,415,345, V-19,378,720, V-15,948,527, V-20,027,011 and E-81,342,963, respectively, and registered with the Single Fiscal Information Registry under the numbers V061263051, V214153455, V193787203, V159485273, V200270114 and E813429635, also respectively, do hereby declare under oath that, the capitals, goods have no connection with money, capitals, assets, securities or titles being considered product of unlawful activities or actions contemplated in the Organic Law against Organized Crime and Terrorism Financing and/or the Organic Law on Drugs. In Caracas on the date of its filing

(illegible handwriting signature)

**David Rodriguez Freitas**  
ID V-6,126,305

(illegible handwriting signature)

*Rebecca Rodriguez*  
**Rebecca Carolina Rodriguez Peña**  
ID V-21,415,345

(illegible handwriting signature)

*Manuel A Sanchez R*  
**Manuel Ángel Sánchez Rodríguez**  
ID V-19,378,720

(illegible handwriting signature)

**Javier Fernandes Almeida**  
ID V-15,948,527

(illegible handwriting signature)

**Filipe Fernandes Moutinho**  
ID E-81,342,963

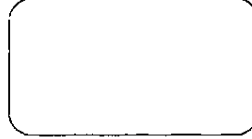
(illegible handwriting signature)

**Viviana Fernandes De Almeida**  
ID V-20,027,011

(IX) On the next sheet, follow photocopies of the Venezuelan Identity Documents of the s/s (5) subscribing parties of this incorporation and By-Laws Document)



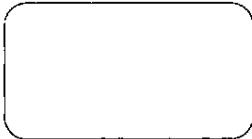
**David Rodriguez Freitas**  
ID V-6,126,305



**Rebecca Carolina Rodriguez Peña**  
ID V-21,415,345



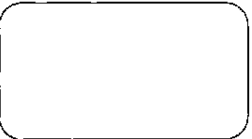
**Manuel Ángel Sánchez Rodriguez**  
ID V-19,378,720



**Javier Fernandes Almeida**  
ID V-15,948,527



**Filipe Fernandes Moutinho**  
ID E-81,342,963



**Viviana Fernandes De Almeida**  
ID V-20,027,011

(IX) Ending the document with the last two (2) sheet, follows a Bank Receipt reflecting information regarding payment done for Fiscal Stamp of Simeon 333 to the Government of the Bolivarian State of Miranda and AaI ANNA MARIA TAMBASCO BALDOMIR and the Registrar's undersigning of the Certified Photocopy of publication hereof, as per Form No. 224.2022.1.853)

1/28/22 16:26

BanescoOnline Encryp. January 2022 16:25:56 193 PM



**3**

# RECEIPT

RECEIPT No. 3272793316  
RIF J-07013380-5

## TRANSFER TO THIRD PARTIES IN BANESCO

Date: 01/28/2022

Client debited Account's Code

0134\*\*\*\*.\*\*\*1046270

Client Transferred Account's Code

01340035100351008547

Amount:

14,00

Beneficiary

GOVERNMENT BOLIVARIAN STATE OF MIRANDA

Concept

Fiscal Stamp Simeon 333

Result

Successful Operation



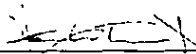
Banesco All Purposes Bank, C.A. - RIF J-07013380-5 Copyright 2002 All rights reserved

Wednesday February 02 of 2022, (SIGNED) ANNA MARIA TAMBASCO BALDOMIR ID V-6303069 AaI MICHEL ADRIANA VELASQUEZ GRILLET THE PRESENT PHOTOCOPY OF PUBLICATION IS ISSUED AS PER FORM NO. 224.2022.1.853



(Illegible handwriting signature)  
AaI MICHEL ADRIANA VELASQUEZ GRILLET  
REGISTRAR

The foregoing is a faithful and accurate English translation of the texts of the attached documents presented in the Spanish language, which I have made at the request of the interested party. **IN WITNESS WHEREOF**, I have hereunto set my hand and seal in Caracas, this Twenty-Seventh (27<sup>th</sup>) day of June of year Two Thousand and Twenty-Two (2022).

  
Alfredo Marciano Adrianza

Sworn Translator  
Certified Public Interpreter

