

Florida Department of State

Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : PAUL SALVER, P.A.
Account Number : I20020000087
Phone : (954)389-1333
Fax Number : (954)389-1397

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FOREIGN PROFIT/NONPROFIT CORPORATION

Centro de Idiomas Berlitz de Venezuela C.A Corp

Certificate of Status	0
Certified Copy	0
Page Count	14
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

I. LEMIEUX

SEP -8 2022

2022 SEP -7 11:4:53

2022 SEP -7 PM 2:05

FILED

09-07-'22 16:37 FROM- Salver and Cook

T-666 P0002/0015 F-207

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Centro de Idiomas Berlitz de Venezuela 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:

Daniella Santana

Name of Person

Salver & Cook LLP

Firm/Company

2721 Executive Park Drive, Suite 4

Address

Weston, Florida 33331

City/State and Zip code

d.santana@pscpcas.com

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

For further information concerning this matter, please call:

Daniella Santana

at (954) 3891333

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. Centro de Idiomas Berlitz de Venezuela C.A Corp
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "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. 09/22/2010 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)

6. 09/06/2022
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1064 Cedar Falls Drive
(Principal office street address)

Weston, Florida 33327
(Current mailing address, if different)

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

Name: Salver & Cook LLP

Office Address: 2721 Executive Park Drive, Suite 4

Weston, Florida 33331
(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.

FILED
2022 SEP 7 PM 2:05
CLERK OF THE
COURT
STATE OF FLORIDA

A. DIRECTORS

(((H22000308969 3)))

☐ Chairman Name: DAO GROUP LLC

☐ Vice Chairman Address: 1064 Cedar Falls Drive

☐ Director Weston, Florida 33327

☒ 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 _____

☐ Chairman Name: _____

☐ Vice Chairman Address: _____

☐ Director _____

☐ President _____

☐ Vice President _____

☐ Secretary ☐ Treasurer

☐ Other _____ ☐ Other _____

☐ Chairman Name: _____

☐ Vice Chairman Address: _____

☐ Director _____

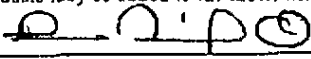
☐ President _____

☐ 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, P.S.

13. Diego F. Aristizabal
(Typed or printed name and capacity of person signing application)

DRG Translations

[Translation from Spanish into English]



[coat of arms]

BOLIVARIAN REPUBLIC OF VENEZUELA
Ministry of the People's Power for the Interior and Justice

Commercial Registry N° 221
Years 200° and 151°

AUTONOMOUS SERVICE OF RECORDS AND NOTARIES
SECOND COMMERCIAL REGISTRY OF THE CAPITAL DISTRICT

The undersigned:

HEREBY CERTIFIES

That she compared the **Certified Copy** consisting of eleven (11) pages, as provided below, being a true and exact copy of the Document registered under Number:

70- MINUTES, VOLUME 25-A-1986 SECOND, DATED 11/04/1986.

CORRESPONDING TO THE COMPANY: **CENTRO DE IDIOMAS BERLITZ DE VENEZUELA, C.A.**

Inserted on file N° 212926.

Dated: Municipality of Libertador on September 22, 2010.

Likewise, she **CERTIFIES** that this **Certified Copy** has been prepared in this office by officer **CARMEN FELICIA TORO BRACAMONTE**.

Holder of identity card N° V-4.305.036.

Individual authorized by me to prepare the same and sign each of its pages.

Second Commercial Registrar
Attorney Yonmar Yohanny Montoya

[There appear various duly canceled stamps]



[Logo] SAREN

(((H22000 DRG)))

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[Illegible seal by the Department of the Treasury signed by Ira M. Ruiz de Morean]

Citizen,

COMMERCIAL REGISTRAR OF THE JUDICIAL CIRCUMSCRIPTION OF THE FEDERAL DISTRICT
AND STATE OF MIRANDA

His Office.

I, MARIO VILLARROEL LANDER, a Venezuelan citizen, of legal age, here domiciled, holder of Identity Card N° V-2.940.372, duly authorized for this act by the Articles of Incorporation of the company "CENTRO DE IDIOMAS BERLITZ DE VENEZUELA, C.A.", appear before you in accordance with Article 215 of the current Commercial Code, to respectfully present the Articles of Incorporation of said company, drafted sufficiently general to also serve as the company's Bylaws.

With all due respect, I kindly request that upon fulfilling all the requirements prescribed by the law, you proceed to register, publish, and record this document.

Attached also please find the Direct Foreign Investment certificate, registered before the Superintendence of Foreign Investments on December 31, 1985 for ONE MILLION ONE HUNDRED FOUR THOUSAND BOLIVARS (Bs. 1,104,000.00), invested by shareholder "THE BERLITZ SCHOOL OF LANGUAGES OF NEW YORK, INC"; and bank deposit in the amount of ONE THOUSAND BOLIVARS (Bs. 1,000.00), investment made by shareholder "MACMILLAN INVESTMENT CORPORATION", making up the capital stock of the company.

May justice be served. In Caracas, on October 16, 1986.

[signed] Mario Villarroel

Received on: 10/22/1986
Received by: 2-C
Tax Form N°: Bank 130-437
Form N°: 2485A
Offered by:
Clerk:
N°:

212926

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COMMERCIAL REGISTRY OF THE JUDICIAL CIRCUMSCRIPTION OF THE
FEDERAL DISTRICT AND STATE OF MIRANDA

Caracas, November 4, 1986

The 176° Year of the Independence and the 127° Year of the Federation.

The foregoing communication is treated as submitted. Upon completion of the provisions prescribed by the Law, we hereby request you register this document at the Commercial Registry and file the original document. Record and publish the present document. Prepare the records of the company and file the original together with the copy of the Bylaws and other pertinent documentation. Issue a copy for its publication.

The above-mentioned document has been prepared by Irma M. Ruiz de Morean and was registered in the Commercial Registry under N° 70, Volume 25-A-Second. Fees paid: Bs. 1,355.00 according to Form N° RM-02485, Bank N° 130437. The person identified himself as: Mario Villarroel Lander, holder of Identity Card N° 2.940.372. Solvency N° 884385.

{signed illegible}

The Second Commercial Registrar

(((H22000 DRG)))

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[signed] Irma M. Ruiz de Morean
Inprebogado N° 7893

[There appears one duly canceled stamp]

Between the company **THE BERLITZ SCHOOL OF LANGUAGES OF NEW YORK INC.** (Venezuelan branch), duly organized and existing under the laws of the State of New York, United States of America, domiciled in Venezuela through entry registered at the Commercial Registry of the Judicial Circumscription of the Federal District and State of Miranda on September 16, 1968 under N° 1, volume 67-A, with Direct Foreign Investment Registry (RIED) N° 86-076, granted by the Superintendence of Foreign Investments (SIEI) and qualified as foreign by this same official department under N° E-0033-82, file N° 5104; and the company **MACMILLAN INVESTMENT CORPORATION**, duly organized and existing under the laws of the State of Delaware, in accordance with its Articles of Incorporation signed on September 16, 1968 and submitted before the office of the Secretary of State of said State of Delaware on February 17, 1968 and consequently amended on March 2, 1973; both companies represented in this act by MARIO VILLARROEL LANDER, a Venezuelan citizen, of legal age, an attorney, here domiciled, holder of Identity Card N° V-2.940.372, according to powers of attorney conferred in New York City, New York County, United States of America, the first one conferred on April 24, 1986, duly authenticated by the Venezuelan Consulate in New York on April 28, 1986, and the second one, conferred on March 27, 1986, duly authenticated by the Venezuelan Consulate in New York on April 1, 1986; have agreed to establish a company in Venezuela, which shall be governed by the clauses included in this document, drafted sufficiently general to serve as the company's Bylaws and Articles of Incorporation.

TITLE I

NAME, DOMICILE, PURPOSE AND DURATION

FIRST: The name of the company shall be "**CENTRO DE IDIOMAS BERLITZ DE VENEZUELA, C.A.**", with domicile in the city of Caracas, being able to establish branches, agencies, and offices anywhere in the Republic, as well as abroad.

SECOND: The main purpose of the company is to operate, manage and maintain schools teaching modern languages and activities related with education; sell and distribute text books and other publications; records, tapes, video tapes and audiovisual aid to teach modern languages; acquire, sell, transfer, lease properties, real estate or personal property of the company or on behalf of the same, both within the national territory as well as abroad; being able, in general, to engage in any lawful commercial transaction, even if not mentioned in this clause.

THIRD: The company shall have a duration of ninety (90) years counted from the date of registration at the Commercial Registry, and nevertheless, may be dissolved in advance or in the contrary extended based on the



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decisions taken by the General Shareholders' Meeting, acting in accordance with the provisions of Article 280 of the Commercial Code.

TITLE II

CAPITAL STOCK AND SHARES

FOURTH: The capital stock of the company shall be ONE MILLION ONE HUNDRED AND FIVE THOUSAND BOLIVARS (Bs. 1,105,000.00), divided into ONE THOUSAND ONE HUNDRED FIVE (1,105) registered shares, non-convertible to the bearer with a par value of ONE THOUSAND BOLIVARS (Bs. 1,000.00) each.

FIFTH: The capital stock of the company has been subscribed and paid as follows: The company "THE BERLITZ SCHOOL OF LANGUAGES OF NEW YORK INC." (Venezuelan branch), subscribed ONE THOUSAND ONE HUNDRED AND FOUR (1,104) shares, which have been paid in its entirety, in other words, the amount of ONE MILLION ONE HUNDRED AND FOUR THOUSAND BOLIVARS (Bs. 1,104,000.00), and the company "MACMILLAN INVESTMENT CORPORATION", subscribed ONE (1) share, which has been paid in its entirety, in other words, the amount of ONE THOUSAND BOLIVARS (Bs. 1,000.00), as evidenced in the bank receipt attached to this document.

SIXTH: The shares represent the assets that each partner has in the partnership and provide its holders the same rights and obligations per share. Each share gives the right to one vote at the Shareholders' Meetings, either General or Special, and are indivisible regarding the company which shall only recognize one representative per share. Ownership of shares, as well as transfers and liens, shall be established through the corresponding registration on the stock ledger of the company.

SEVENTH: Shares shall be issued in stock certificates, which must be signed by the members of the Board of Directors of the company.

EIGHTH: The shareholders of the company have preferential right to subscribe shares in proportion to their original contributions, in cases of capital increase, or when a shareholder wishes to sell or transfer its shares.

NINTH: The shareholders of the company shall have priority to purchase the shares of the company in regards to other individuals with the same payment conditions and value, and the shareholder of the company who wishes to sell its shares shall grant a period of one (1) month to the other shareholders to acquire the same, which shall begin on the date that the Meeting receives the notice regarding said sale, and must include the wish of the shareholder or shareholders to sell, the payment conditions and total value; this notice must be sealed and signed at the Shareholders' Meeting, recording the date of receipt.

TENTH: Transfers of shares made to third parties without having been offered first to the shareholders of the company and without formal and written consent of the majority of the shareholders, are considered void and without effect.

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ELEVENTH: Transfers of shares must be done through an original document and be recorded in the Stock Ledger in order to be valid. However, the transfer to third parties will only be effective after its registration in the Commercial Registry, which must be done in accordance with Article 318 of the Commercial Code, within fifteen (15) days following the registration in the Stock Ledger.

TWELFTH: In case of death of a shareholder, the provisions of Articles 317 and 319 of the Commercial Code must govern; however, the existing shareholders shall have priority to purchase the shares, as established in this Articles of Incorporation.

THIRTEENTH: The company shall not recognize transactions with shares made in violation of the above-mentioned clauses.

TITLE III

SHAREHOLDER'S MEETINGS

FOURTEENTH: The Shareholders' Meetings duly established represent the universality of the shareholders and its decisions shall be binding for all, even those who were absent from the meeting.

FIFTEENTH: The General Shareholders' Meetings shall be Regular or Special, and for it to be legally established, the presence of shareholders representing more than fifty percent (50%) of the capital stock is required; for the decisions to be valid, the favorable vote of half plus one is required, [illegible] shares represented at the Meeting. In the cases contemplated in Article 280 of the Commercial Code, the quorum and the conditions stipulated by it shall govern.

SIXTEENTH: The General Shareholders' Meetings must be held within the three (3) months following the fiscal year-end of the company, with prior notice published for said purpose in a widely circulated newspaper in the country, indicating the time, day and place to hold said Meeting. The Special Shareholders' Meetings shall meet as deem necessary for the best interest of the company, summoned with the same formalities established for the General Shareholders' Meetings. If one hundred percent (100%) of the capital stock is represented at the meeting, no summons shall be required. General Shareholders' Meetings shall be called by the company's Manager or when requested by a number of shareholders representing at least twenty percent (20%) of the capital stock.

SEVENTEENTH: The General Shareholders' Meetings shall meet once a year; if the quorum as established on the FIFTEENTH clause of this Bylaws as well as the provisions of Article 74 of the current Commercial Code are not met, they shall meet three (3) days later with no need for further summon; if there is still no quorum, one should proceed as ordered by Article 276 of the Commercial Code.

EIGHTEENTH: The responsibilities of the General Shareholders' Meetings shall be: Discuss and approve or modify the Balance Sheet, upon review of the auditor's report; b) Appoint the managers when appropriate; c)



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Appoint the auditor; d) Establish the compensation for the Managers and Auditor; and e) Deal with any pending matter.

NINETEENTH: Minutes of all Meetings must be recorded, and must include the names of the participants, the assets they represent, the measures and decisions taken; it must be signed by all those present at the Meeting. The Meetings shall be presided by the company's General Manager.

TWENTIETH: The partners may exercise their right to vote personally or through a Proxy, established by any ideal means or by presenting a legal Power of Attorney.

TITLE IV MANAGEMENT

TWENTY-FIRST: The management and administration of the company shall be the responsibility of the Board of Directors composed by three (3) members: One General Manager and two (2) Directors, who shall be elected or reelected by the General Shareholders' Meetings and shall remain in their positions for one (1) year, until a successor is appointed.

TWENTY-SECOND: Each member of the Board of Directors shall deposit five (5) shares at the company's safe to ensure its management in accordance with the provisions of Article 244 of the Commercial Code. For those who are not shareholders, the corresponding shares may be deposited by another shareholder.

TWENTY-THIRD: The Board of Directors shall be responsible for the general management of the company with broad powers for disposition and administration.

TWENTY-FOURTH: The General Manager is responsible for the daily management of the company with the authority to represent the same, before all kinds of civil, administrative, political or judicial authorities, being able to grant powers of attorney and orders to third parties, and as an entity of the Board of Directors for the exercise of its duties and in compliance with the duties by virtue of the Bylaws and the Law, it shall have, among others, the following responsibilities: Summon the meetings of the Board of Directors as well as the Shareholders' Meetings; comply with and enforce the decisions taken by the Board of Directors and those by the Shareholders' Meetings; sign, on behalf of the company and with authorization of the Board of Directors, all kinds of commercial agreements and the like, necessary to implement the decisions taken by the Board of Directors; issue, when necessary, written documents of the resolutions taken at the Meetings or those by the Board of Directors; hire and dismiss employees; open, close and operate checking, credit or savings accounts, according to the instructions of the Board in each case, and in general perform any other duty entrusted by the Board of Directors or the Shareholders' Meetings.

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TITLE V

BALANCE SHEET AND PROFIT

TWENTY-FIFTH: The first fiscal year of the company shall begin on the first day of its incorporation at the Commercial Registry, and end on December 31 of each year; the following fiscal years must include the period between January 1st until December 31st of each year.

TWENTY-SIXTH: Upon concluding each fiscal year, the accounts should be closed; the Balance Sheet, Inventory and Status Report shall be prepared, having all these as well as the vouchers and Accounting Books, available to the Auditor, at least thirty (30) days prior to the day that the General Shareholders' Meetings shall take place, all in accordance with the provisions of Article 304 of the Commercial Code.

TWENTY-SEVENTH: The Balance Sheet, Financial Statements, Inventories and Distribution of Benefits, shall be submitted to the consideration and approval of the General Shareholders' Meetings, together with the report submitted by the Administrators, in accordance with the Bylaws.

TWENTY-EIGHTH: To prepare the Balance Sheet and determine the net profit, in addition to adjusting the requirements described in Articles 304 and subsequent of the Commercial Code, the general expenses must be deducted, as well as the losses, if applicable. Five percent (5%) of the profits must be separated to establish a Reserve Fund as prescribed by Article 262 of the Commercial Code until reaching ten percent (10%) of the capital stock. Dividends shall be decreed by the Board of Directors, authorized to establish the payment dates as well as to create special Reserve Funds of profit showing on the Balance Sheet, to face any eventuality; these reserve funds, may be liquidated or eliminated at any time at the discretion of the Board of Directors.

TITLE VI

AUDITOR

TWENTY-NINTH: The company shall have one Auditor who shall remain in his position for two (2) years and may be reelected at the discretion of the Shareholders' Meeting; he shall have unlimited power to inspect and supervise the operations of the company and shall exercise other powers expressly established by the Commercial Code.



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TITLE VII
SETTLEMENT

THIRTIETH: In case of dissolution of the company, the General Shareholders' Meeting in charge, must elect one or more liquidators who must act in accordance with the powers indicated at the Meeting and the Commercial Code.

TITLE VIII
SUPPLEMENTARY PROVISIONS

THIRTY-FIRST: Everything not foreseen by this Articles of Incorporation- Bylaws, shall be governed by the provisions included in the Commercial Code and other laws in the matter.

THIRTY-SECOND: Mr. JOHN CARPER, a Venezuelan citizen, of legal age, here domiciled and holder of identity card N° 6.510.917, is appointed General Manager of the company, and Mr. WILLIAMS FRANCIS RELLYS and Mr. ELIO BOCCITTO, both US citizens, of legal age, domiciled in the United States of America, are appointed Directors of the company, until the first General Shareholders' Meeting is to be held; in order to guarantee the exercise of their management, they each proceed to deposit five (5) shares at the company's safe as prescribed by Article 244 of the current Commercial Code; Mr. PEDRO RODRIGUEZ G., a Venezuelan citizen, of legal age, here domiciled and registered at the C.P.C. under N° 559, is appointed as Auditor.

THIRTY-THIRD: Mr. MARIO VILLARROEL LANDER is hereby authorized to make the corresponding participation to the Commercial Registrar, sign the corresponding protocols and publish the Bylaws of the company.

Caracas, August 14, 1986

[signed] Mario Villarroel

[There appears a duly canceled stamp]

[There appears an illegible seal atop a signature]

(((H22000 DRG)))

DRG Translations



[coat of arms]

BOLIVARIAN REPUBLIC OF VENEZUELA
Ministry of the People's Power for the Interior and Justice

Commercial Registry N° 221
Years 200° and 151°

AUTONOMOUS SERVICE OF RECORDS AND NOTARIES
SECOND COMMERCIAL REGISTRY OF THE CAPITAL DISTRICT

Municipality of Libertador, September 22, 2010

For being received on this same date and consisting of eleven (11) pages. Add the petition to the company's file. Issue certified copies of the petition, incorporating this decree. Custom duties were paid according to Receipt number: 22100132788.

The undersigned hereby CERTIFIES that the foregoing **Certified Copy** is a true and exact copy of the one inserted on file number: 212926, which was paid according to form number 221.2010.3.15308.

[signed] Second Commercial Registrar
Attorney Yonmar Yohanny Montoya

THIS PAGE BELONGS TO:
CENTRO DE IDIOMAS BERLITZ DE VENEZUELA, C.A.
File N°: 212926

[There appear various duly canceled stamps]



[Logo] SAREN

[End of Translation]

DRG Translations

CERTIFICATE OF ACCURACY

State of Florida
County of Miami-Dade

I, Ruth Gorwitz, a certified translator, being duly sworn, depose and say: That I am familiar with both the Spanish and English languages.

That I have made the attached translation from the annexed document in the English language and hereby certify that the same is a true and complete translation to the best of my knowledge, ability and belief.



Ruth Gorwitz
ata associate member # 244064

State of Florida
County of Miami-Dade

THE FOREGOING INSTRUMENT was acknowledged before me by Ruth Gorwitz, who is personally known to me and who did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 6th day of September of 2022.

Notary Public
Type name: Dina Lapco
Commission N°: HH 229203

