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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

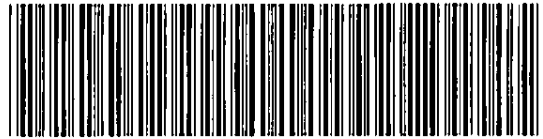
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W23000162067

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2023 DEC 22 11:10:43





FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 5, 2023

OLGA ADRIANA MORENO
8240 NW 52ND ST SUITE 305
DORAL, FL 33166 US

SUBJECT: GRUPO ALAYA S.A.S CORP
Ref. Number: W23000162067

We have received your document for GRUPO ALAYA S.A.S CORP and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Andrea Andrews
Regulatory Specialist II

Letter Number: 523A00027638

RECEIVED
DEC 22 2023

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GRUPO ALAYA S.A.S 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:

OLGA ADRIANA MORENO

Name of Person

WXC CORPORATION

Firm/Company

8240 NW 52nd ST SUITE 305

Address

DORAL, FL 33166

City/State and Zip code

AMORENO@WXCCORP.COM

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

For further information concerning this matter, please call:

OLGA ADRIANA MORENO

at (+1)

305-676-6576

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. GRUPO ALAYA S.A.S 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. COLOMBIA 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 05/24/2021 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)
6. 11/01/2023
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 7791 NW 46th ST STE 105 DORAL, FL 33166
(Principal office street address)
- _____
(Current mailing address, if different)
8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
- Name: WXC CORPORATION
- Office Address: 8240 NW 52nd TERRACE
- DORAL, Florida 33166
(City) (Zip code)

2023 DEC 22 AM 10:43

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]:

A. DIRECTORS

☐ Chairman Name: CAROLINA DELIMA BOTERO
☐ Vice Chairman Address: 7791 NW 46th ST STE 105
☐ Director DORAL, FL 33166
☒ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

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

☐ Chairman Name: CLAUDIA F. BOTERO AYALA
☐ Vice Chairman Address: 7791 NW 46th ST STE 105
☐ Director DORAL, FL 33166
☐ 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. CAROLINA DELIMA BOTERO
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. CAROLINA DELIMA BOTERO
(Typed or printed name and capacity of person signing application)

TRANSLATION SERVICE - Translation prepared by Argemiro Arboleda
A Certified Translator Licensed by the Colombian Ministry of Justice
Resolution No. 1787 of August 31, 1990
Tel.: 3113698552
Cali - Colombia, South America

Chamber of Commerce of Cali

CERTIFICATE OF EXISTENCE AND LEGAL REPRESENTATION

Issued on: 10/05/2023 10:08:20 am

CHAMBER
OF COMMERCE
OF CALI

Receipt No. 9175633, Cost: \$7,200.00

VERIFICATION CODE: 0823175XEL

Verify the content and validity of this certificate by accessing www.ccc.org.co. Enter the corresponding code number, so that you can see the image generated at the time the document was issued. Verification can be carried out unlimitedly, along 60 calendar days, beginning the date of issuing.

BASED ON THE REGISTRATION AND REGISTRATIONS MADE IN THE COMMERCIAL REGISTRY, THE CHAMBER OF COMMERCE CERTIFIES:

CERTIFIES

NAME, IDENTIFICACION, AND DOMICILE


Business name: GRUPO ALAYA S.A.S
NIT: 901487638-7
MAIN DOMICILE: CALI

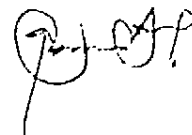
REGISTRATION

Registration No. 1118226-16
Registration date at this Chamber: May 24, 2021
Last renewal: 2023
Renewal date: March 24, 2023
NIF Group: 2

ADDRESS

ADDRESS OF MAIN DOMICILE: CL. 5 OESTE No. 3 A - 50
CITY: CALI, VALLE


Traductor e Intérprete Oficial
en Inglés-Español, Español-Inglés
Resol. Ministerio No. 1787/90



E-mail: contabilidadgrupoalaya@gmail.com
Business Tel. 1: 3167647551
Business Tel. 2: N/A
Business Tel. 3: N/A
Address for Judicial Notification: : CL. 5 OESTE No. 3 A - 50
CITY: CALI, VALLE
E-mail: contabilidadgrupoalaya@gmail.com
Tel. for judicial notification 1: 3167647551
Tel. for judicial notification 2: N/A
Tel. for judicial notification 3: N/A

The legal entity GRUPO ALAYA S.A.S. authorized receiving personal notifications to via email, in accordance with the provisions of Article 291 of the General Process Code and Article 67 of the Administrative Procedural and Administrative Contentious Code

CONSTITUTION

By private document dated May 20/2021, issued in Cali and registered in this Chamber of Commerce on May 24/2021, under No. 10374, Book IX, a Commercial company called GRUPO ALAYA S.A.S. was constituted.

TERM OF DURATION

The legal person is not dissolved and holds an indefinite duration.

SOCIAL OBJECT

The company's purpose will be:

- A. Invest in urban and/or rural real estate and exploit it appropriately, in accordance with its location and nature, regardless of whether it is located in Colombia or abroad;
- B. Invest directly or indirectly in shares or social rights of any kind of commercial companies, national or foreign, whether or not their shares are listed on the stock exchange market;
- C. Develop industrial, agricultural, agroindustrial, commercial, mining or services activities;
- D. Invest in all types of securities, whether issued by public or private, national or foreign issuers, as long as the investments abide to current regulations on the matter;
- E. In general, carry out all types of legal commercial activities both in Colombia and abroad.

Argemiro Arboleda Arboleda
Traductor e Intérprete Oficial
de Inglés-Español, Español-Inglés
Resol. Min. Justicia No. 1787/90

In developing its corporate purpose, the company may carry out all those acts that are convenient or necessary for that purpose and especially those which for illustration purpose, are listed below: 1) Acquire all movable or immovable fixed assets that are necessary for the development of the social business; tax or limit its ownership, and dispose of them when doing this is rendered advisable, necessary or convenient; 2) Acquire, have, dispose of, encumber, import and export all types of equipment, machinery, tools and other elements necessary to achieve the corporate purpose; 3) Acquire and use trade names, logos, trademarks and other industrial proprietary rights related to the activities carried out by the company and to the services to which its scope extends; If it concerns third-party rights, celebrate the corresponding contracts for the use or concession of industrial property; 4) Constitute commercial establishments for the realization of the purposes as well as the realization of activities that are related or complementary. 5) Take money in mutual with or without interests and carry out all kinds of financial operations, active or passive, that allow the company to obtain the necessary funds for the development of its object; 6) Give as collateral movable or immovable property for its obligations; 7) Create, issue, and accept, being a beneficiary, endorse and negotiate securities of any nature and kind; 8) Celebrate deposit, current account and all other bank contracts, as well as carry out all kind of financial operations with banks, warehouses, financial corporations or any other person or entity that engages in similar activities; 9) Subscribe shares or acquire quotas or interests in societies engaged in similar activities or for its own purposes, which serve as a complement or contribute to the development of its social enterprise; 10) Establish companies of any kind with other people, join companies already constituted, merge with them or take them, as long as their object addresses the same purpose or is similar to its own one, so that it serves as a complement or facilitates the development of the company. 11) In general, execute all acts and enter into all contracts that are related to the corporate purpose expressed in the preceding article and all those whose purpose is to exercise the rights and comply with the legal or conventional obligations derived from its existence and activities developed by the company. Paragraph: The company may serve as guarantor of the obligations of the shareholders or third parties, prior authorization from the general meeting of shareholders.

Argemiro Arboleda Arboleda
Traductor e Intérprete Oficial
de Inglés-Español, Español-Inglés
Resol. Min. Justicia No. 1787/90

CAPITAL

AUTHORIZED CAPITAL

Amount: COP1,000,000,000.00

No. of shares: 1,000,000.00

Nominal value: COP1,000.00

REGISTERED CAPITAL

Amount: COP10,000,000.00

No. of shares: 10,000.00

Nominal value: COP1,000.00

PAID CAPITAL

Amount: COP10,000,000.00

No. of shares: 10,000.00

Nominal value: COP1,000.00

LEGAL REPRESENTATION

Legal Representation. The legal representation of the simplified stock company will be in charge of a natural or legal person, a shareholder or not, called manager, who will have a substitute to replace him in his temporary or absolute absences, and who will be appointed by the general meeting of shareholders for a one-year term.

POWERS AND LIMITATIONS OF THE LEGAL REPRESENTATIVE

Powers of the legal representative. The company will be administered before third parties by a manager who will act as the legal representative of the company, who will not have contracting restrictions due to the nature or amount of the acts he celebrates. Therefore, it will be understood that the legal representative may celebrate or execute all acts and contracts included in the corporate purpose or that are directly related to the existence and functioning of the society.

Argemiro Arboleda Arboleda
Traductor e Intérprete Oficial
en Inglés-Español, Español-Inglés
Cant. Matrícula No. 1787/90

The legal representative will be deemed to be vested with the broadest powers to act in all circumstances on behalf of the company, with the exception of those powers that, in accordance with the statutes, the shareholders had reserved. In the relations with third parties, the company will be bound by the acts and contracts celebrated by the legal representative.

The legal representative and other administrators of the company are prohibited by themselves or through an intermediary person, to obtain under any legal form or modality loans from the company or obtain from the company a guarantee, bond or any other type of guarantee of their personal obligations.

Substitute Manager or Legal Representative. - For all legal purposes of the representation, the manager will have an alternate who will act as the substitute legal representative, in the following cases: a) for absolute absence. b) for temporary absences.

APOINTMENTS

LEGAL REPRESENTATIVES

By virtue of private document dated May 20/2021, registered at this Chamber of Commerce on May 24/2021, under No. 10374, Book IX, the following people were appointed:

POSITION	NAME	Citizenship ID No.
Main Legal Representative	Carolina Delima Botero	1107055680
Substitute Legal Representative	Claudia Fernanda Botero Ayala	29701704

APPEAL AGAINST REGISTRATION ACTS

In accordance with the provisions of the Administrative Procedural and the Administrative Contentious Code those of Law 962 of 2005, administrative registration acts enter into effect within ten (10) business days following the registration date, as long as they are not subject to appeals. For these purposes, it is reported that for the Chamber of Commerce of Cali Saturday is NOT a business day.

Argemiro Arboleda
Director e Interpretador Oficial
Inglés-Español, Español-Inglés
Resolución No. 1787/90

TRANSLATION SERVICE - Translation prepared by Argemiro Arboleda
A Certified Translator Licensed by the Colombian Ministry of Justice
Resolution No. 1787 of August 31, 1999
Tel: 311 3698552
Cali - Colombia, South America

Main activity - ISIC Code: 6810

In accordance with the provisions of Article 2.2.1.13.2.1 of Decree 1074 of 2015 and those of DANE Resolution 2225 of 2019, the size of the company is: MICRO.

The above according to the information reported by the person enrolled in the RUES Form:

Income from ordinary activity COP88,095,319.00

Economic activity for which higher income was received in the term - CHU: 6810

COMPLEMENTARY INFORMATION

This certificate reflects the legal status of the registrant until the date and time of its registration.

That there are no other registrations that totally or partially modify this present certificate.

In accordance with the provisions of the Administrative Procedural and Administrative Contentious Code, and those of Law 962 of 2005, the administrative registration acts herein certified remain firm ten (10) business days after the registration date, provided that they are not subject to appeals; Saturday is not considered a business day for this purpose.

In compliance with the requirements regarding the legal and evidentiary validity of the data messages considered in Law 527 of 1999 and other complementary regulations, the digital signature of electronically generated certificates is supported by an open digital certification entity accredited by the national accreditation entity (onac) and can only be verified in that format.

(Signature of):

ANA m. LENGUA B.

Certification of Translator's Competence

I, Argemiro Arboleda, herein certify that the above is an accurate translation of the original document in Spanish, which I have seen, and that I am competent in both Spanish and English to render this translation.
This nineteenth day of October, twenty twenty-three

Argemiro Arboleda Arboleda

Traductor e Interprete Oficial
de Ingles-Español, Español-Inglés
Vocal Minjusticia No. 1787/99

[Handwritten signature]