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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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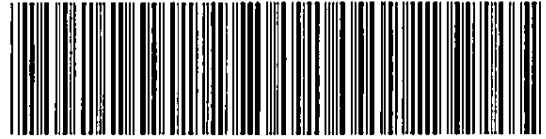
(Business Entity Name)

(Document Number)

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K. SALY
JAN 13 2025

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BFIVE Consulting AG 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:

Marena Loeffler, CPA

Name of Person

Allure Accounting, Inc.

Firm/Company

3665 Bonita Beach Road, Suite 1-3

Address

Bonita Springs, FL 34134

City/State and Zip code

hbusby@alluretax.com

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

For further information concerning this matter, please call:

Manuela Cason

at (239) 992-3355

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. BFIVE Consulting AG 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. Switzerland 3. 98-1775573
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 06/07/2011 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)
6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 3665 Bonita Beach Road Ste 1-3, Bonita Springs, FL 34134
(Principal office street address)

(Current mailing address, if different)

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

Name: Allure Accounting, Inc.

Office Address: 3665 Bonita Beach Rd., Ste 1-3
Bonita Springs , Florida 34134
(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]:

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CLERK OF THE CIRCUIT COURT

A. DIRECTORS

☐ Chairman Name: Ursula Karin Boegli
☐ Vice Chairman Address: Wiesenweg 21D
☐ Director 3652 Hilterfingen
☒ President Switzerland
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: Rolf Boegli
☐ Vice Chairman Address: Wiesenweg 21D
☐ Director 3652 Hilterfingen
☐ President Switzerland
☐ Vice President _____
☐ Secretary ☐ Treasurer
☒ Other auth.Rep. ☐ Other _____

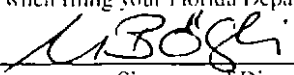
☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ 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. Ursula Karin Boegli, President
(Typed or printed name and capacity of person signing application)

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2024 DEC 16 4H 51 PM
CLERK OF THE COURT
JULIA M. SHELTON, CLERK

 Canton Zug

Commercial Register of Canton Zug

Company Number CHE-417.950.857	Legal Form Corporation (Aktiengesellschaft)	Registration 06-07-2011	Cancellation	CH-170.4.010.531-2 transferred from: Ch-170.4.010.531-2[to:	1
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All Registrations

Re	Ca	Company	Re	Corporate Offices
1	2	BFive GmbH	1	ZUG
2		BFive Consulting AG		

Re	Ca	Capital	Paid in	Share Denomination	Re	Ca	Mailing Address
1		CHF 20,000.00	CHF 100,000.00	Share Denomination	1		Poststrasse 26
2		CHF 100,000.00		100 restricted registered shares of CHF 1,000.00 each			6300 Zug

Re	Ca	Business Objective	Re	Ca	Additional Addresses
1		The company intends to hold real estate domestically and abroad, and trading in merchandise in the food and non-food area, as well as providing consulting services of all kinds. The company can establish branch offices and subsidiaries domestically and abroad and partner in other firms both in-country and abroad, as well as conduct any business transactions that are directly or indirectly related to its objective. The company can acquire, encumber, sell and administrate real estate both domestically and abroad. It can also assume financing on its own or a third party's account and assume guarantees and co-signorships for subsidiaries and third parties.			
2					

Re	Ca	Observations	Re	Bylaw Dates
1		Notifications to shareholders in writing, by fax or e-mail. Under declaration of June 1, 2011, the restricted revision was waived. Transferability of registered shares is restricted as determined by the bylaws. Notifications to shareholders whose addresses are known shall be in writing or by e-mail, if not known, by publication in the SHAB.	1	06-01-2011
2			1	06-04-2015
			1	03-12-2021
			2	06-25-2021

Re	Ca	Special Facts	Re	Publication Medium
2		Conversion: The limited liability company previously raised the share capital to 100,000.00 CHF. Subsequently the shareholder Ursula Karin Bögli-Frei ceded 50 shares of 1,000.00 CHF each. New shareholder: Rolf Bögli with 50 shares of 1,000.00 CHF each. According to the conversion plan of June 25, 2021 and financial statements as of Jan. 01, 2021, with assets of CHF 803,366.79 and liabilities (third-party capital) of CHF 635,927.44, the limited liability company was then converted to a corporation. For their previous shares, the shareholders received 100 restricted registered shares of CHF 1,000.00.	1	SHAB

Re	TR No.	TR Date	SHAB	SHAB Date	Page / ID	Re	TR No.	TR Date	SHAB	SHAB Date	Page / ID
1	5186	03-30-2021	65	04-06-2021	1005140872						
2	13116	06-29-2021	126	07-02-2021	1005237056						

Re	Ch	Ca	Personal Information	Position	Signature Type
1			Ursula Karin Bögli-Frei, from Widnau, in Hiltterfingen	Shareholder and General Manager	Sole signature
2	2	2m	Ursula Karin Bögli-Frei, from Widnau, in Hiltterfingen	Board President	Sole signature
			Rolf Bögli, from Seeberg, in Hiltterfingen	Board Member	Sole signature

Zug, Oct. 21, 2024 09:15 LUE

This extract from the Commercial Register is valid only with the original certification shown on the left. It shows all current registrations for this company, as well as any stricken registrations known as of 06-28-2021. Upon specific request, you can receive an extract that shows only all current registrations.

CERTIFIED EXTRACT

Zug, Oct. 21, 2024

COMMERCIAL REGISTER, ZUG

[Signature]

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ZUG COMMERCIAL REGISTER

Handelsregisteramt des Kantons Zug

Firmennummer	Rechtsnatur	Eintragung	Löschung	Übertrag CH-170.4.010.531-2 von: CH-170.4.010.531-2/ auf:	1
CHE-417.950.857	Aktiengesellschaft	07.06.2011			



Alle Eintragungen

Ei	Lö	Firma	Ref	Sitz
1	2	BFive-GmbH	1	Zug
2		BFive Consulting AG		

Ei	Lö	Aktienkapital	Liberierung	Aktien-Stückelung	Ei	Lö	Domiziladresse
1		CHF 20'000.00			1		Poststrasse 26
2		CHF 100'000.00	CHF 100'000.00	100 vinkulierte Namenaktien zu CHF 1'000.00			6300 Zug

Ei	Lö	Zweck	Ei	Lö	weitere Adressen
1		Die Gesellschaft bezweckt das Halten von Immobilien im In- und Ausland und Handel mit Waren im Bereich Food und Non-Food sowie Erbringung von Beratungsdienstleistungen aller Art. Die Gesellschaft kann Zweigniederlassungen und Tochtergesellschaften im In- und Ausland errichten und sich an anderen Unternehmen im In- und Auslandes beteiligen sowie alle Geschäfte tätigen, welche direkt oder indirekt mit ihrem Zweck in Zusammenhang stehen. Die Gesellschaft kann im In- und Ausland Grundeigentum erwerben, belasten, veräussern und verwalten. Sie kann auch Finanzierungen für eigene oder fremde Rechnung vornehmen sowie Garantien und Bürgschaften für Tochtergesellschaften und Dritte eingehen.			

Ei	Lö	Bemerkungen	Ref	Statutendatum
1	2	Mitteilungen an die Gesellschafter: schriftlich, mit Telefax oder mit elektronischer Post.	1	01.06.2011
1		Mit Erklärung vom 01.06.2011 wurde auf die eingeschränkte Revision verzichtet.	1	04.06.2015
2		Die Übertragbarkeit der Namenaktien ist nach Massgabe der Statuten beschränkt.	1	12.03.2021
2		Mitteilungen an die Aktionäre erfolgen schriftlich oder mit elektronischer Post sofern deren Adressen bekannt sind, ansonsten durch Publikation im SHAB.	2	25.06.2021

Ei	Lö	Besondere Tatbestände	Ref	Publikationsorgan
2		Umwandlung: Die Gesellschaft mit beschränkter Haftung hat das Stammkapital vorgängig auf CHF 100'000.00 erhöht. Anschliessend hat die Gesellschafterin Bögli-Frei, Ursula Karin, 50 Stammanteile zu je CHF 1'000.00 abgetreten. Gesellschafter neu: Bögli, Rolf, mit 50 Stammanteilen zu je CHF 1'000.00. Schliesslich wird die Gesellschaft mit beschränkter Haftung gemäss Umwandlungsplan vom 25.06.2021 und Bilanz per 01.01.2021 mit Aktiven von CHF 803'366.79 und Passiven (Fremdkapital) von CHF 635'927.44 in eine Aktiengesellschaft umgewandelt. Die Gesellschafter erhalten für ihre bisherigen Stammanteile 100 vinkulierte Namenaktien zu CHF 1'000.00.	1	SHAB

Ref	TR-Nr	TR-Datum	SHAB	SHAB-Dat.	Seite / Id	Ref	TR-Nr	TR-Datum	SHAB	SHAB-Dat.	Seite / Id
1	5186	30.03.2021	65	06.04.2021	1005140872						
2	13116	29.06.2021	126	02.07.2021	1005237056						

Ei	Ae	Lö	Personalangaben	Funktion	Zeichnungsart
1		2m	Bögli-Frei, Ursula Karin, von Widnau, in Hilterfingen	Gesellschafterin und Geschäftsführerin	Einzelunterschrift
	2		Bögli-Frei, Ursula Karin, von Widnau, in Hilterfingen	Präsidentin des Verwaltungsrates	Einzelunterschrift
2			Bögli, Rolf, von Seeberg, in Hilterfingen	Mitglied des Verwaltungsrates	Einzelunterschrift

Zug, 21.10.2024 09:15 LUE

Dieser Auszug aus dem kantonalen Handelsregister hat ohne die nebenstehende Originalbeglaubigung keine Gültigkeit. Er enthält alle gegenwärtig für diese Firma aktuellen Eintragungen sowie allfällig seit 29.06.2021 gestrichene Eintragungen. Auf besonderes Verlangen kann auch ein Auszug erstellt werden, der lediglich alle gegenwärtig aktuellen Eintragungen enthält.

BEGLAUBIGTER AUSZUG

Zug, 21. OKT. 2024

HANDELSREGISTERAMT ZUG

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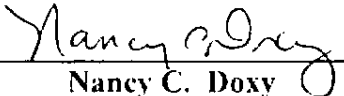
Letspeak, Inc.
2400 First Street, Suite 204
Fort Myers, FL 33919
Tel: (239) 274-5700
info@letspeak.com
www.letspeak.com

CERTIFICATION OF TRANSLATION ACCURACY

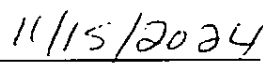
I, Nancy C. Doxy, the undersigned, hereby certify that the attached translation from German into English is a true and accurate rendition of the document(s) received by Letspeak, Inc. (a professional translation services company with no relation to the client). The documents as submitted are as follows: "Commercial Register of Canton Zug" Dated October 21, 2024 from Zug, Switzerland.

I further certify that the professional translator of this document, Carola P. Myers, is a German speaker fluent in American English, a professional member of the American Translators Association (ATA) and is competent to translate from German into English. The translator attests to the following: *"To the best of my knowledge and abilities, the attached Certification of Birth is a true, complete and accurate translation of the above specified document and is delivered in good faith."*

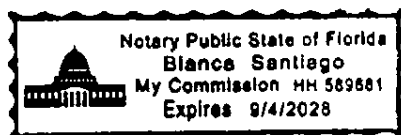
This original certificate is to certify the correctness of the attached translation only and is valid only for said document therein. It must not be used for any other documents or copies. We also confirm that the translation process of the above document was carried out with high standards of confidentiality. Letspeak, Inc. assumes no liability for the use of the translation by the client or any other party.



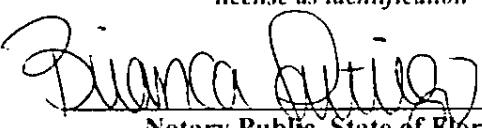
Nancy C. Doxy
Letspeak, Inc.
Corporate ATA# 222156
Corporate NAJIT# 1238



Date



STATE OF FLORIDA, COUNTY OF LEE
Sworn to and subscribed before me, on this
15th of November 2024, by the affiant
who provided a valid Florida driver's
license as identification



Notary Public, State of Florida