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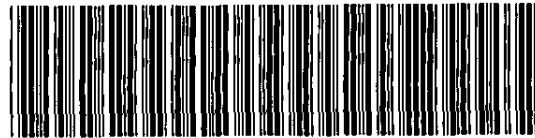
(Business Entity Name)

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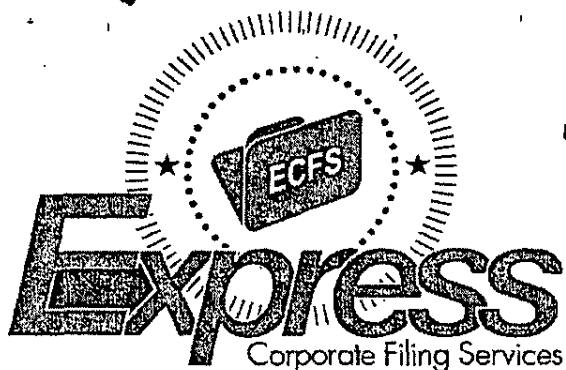
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B. KOHR

OCT 19 2010

EXAMINER



1000 Ponce de Leon Blvd. Suite: 101

Coral Gables, FL 33134

Phone: 305 444 4994

Email- filing@ecfsfiling.com

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Compañia Minera Altos De Lipangue, USA,  
(Corporation Name) (Document #) L.L.C.
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in    ☒ Pick up time \_\_\_\_\_    ☒ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
COMPAÑÍA MINERA ALTOS DE LIPANGUE, U.S.A., L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be:

**COMPAÑÍA MINERA ALTOS DE LIPANGUE, U.S.A., L.L.C.**

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company shall be:

Suite 470  
4000 Once de León Blvd.  
Coral Gables, Florida 33134

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual.

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#### ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name, and street address of the registered agent of the company in the State of Florida are:

Hernan Silva

Suite 470  
4000 Ponce de León Blvd.  
Coral Gables, Florida 33134

The undersigned, being the person named in the articles of organization of **Compañía Minera Altos de Lipangue, U.S.A., L.L.C.** as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in these articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with, and accepts the obligations of the position of registered agent.



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HERNAN SILVA

#### ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## ARTICLE VI- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial member of the company is:

Juan José Quijano Fernandez  
Suite 470  
4000 Ponce de León Blvd.  
Coral Gables, Florida 33134

**IN WITNESS WHEREOF**, the undersigned organizer has made and subscribed these articles of organization at Miami, Florida, on this 13 day of October 2010,

\_\_\_\_\_  
HERNAN SILVA  
NAME OF ORGANIZER



**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, Compañía Minera Altos de Lipangue, U.S.A., L.L.C. submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is:

Compañía Minera Altos de Lipangue, U.S.A., L.L.C.

2. The name and street address of the registered agent in Florida are:

Hernan Silva

Suite 470  
4000 Ponce De León Blvd.  
Coral Gables, Florida 33134

The undersigned, being the person named in the articles of organization of Compañía Minera Altos de Lipangue, U.S.A., L.L.C. as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
HERNAN SILVA