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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

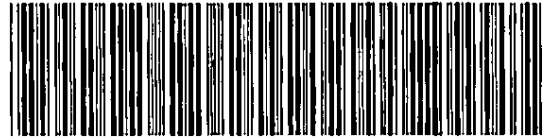
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Portola, SA

Name of Limited Liability Company

Dear Sir or Madam:

The enclosed Articles of Domestication of a Non-U.S. Entity and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gerald J. Biondo

Name of Person

Murai Wald Biondo & Moreno PLLC

Firm/Company

2121 Ponce de Leon Blvd., Suite 600

Address

Coral Gables, FL 33134

City/State and Zip Code

gbiondo@mwbrn.com

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

For further information concerning this matter, please call:

Gerald J. Biondo

at (

305

) 444-0101

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER

ADDRESS: New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Articles of Domestication: \$25
Articles of Organization: \$125
Total to Domesticate and file: \$150

CR2E143 (2/17)

ARTICLES OF DOMESTICATION

In accordance with 605.1055, Florida Statutes, the Articles of Domestication are submitted for filing:

1. The date on which the entity was first formed was: June 19, 2006
2. The name of the entity immediately prior to the filing of the Articles of Domestication was:
Portola, SA
3. Attached are Florida Articles of Organization to complete the domestication requirements pursuant to s. 605.0201.
4. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the entity or any other equivalent jurisdiction under applicable law, immediately before the filing of the Articles of Domestication was: Panama
5. The domestication has been approved in accordance with the laws of the jurisdiction of formation of the domesticating entity.

I am authorized to sign these Articles of Domestication on behalf of the entity.



Authorized Signature

6. Attached is a certificate of status or equivalent document, if any, from the domesticating jurisdiction of formation, pursuant to s. 605.1055 (3), Florida Statutes.

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Portola Investment, LLC

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

7700 North Kendall Drive

Suite 704

Miami, FL 33156

Mailing Address:

7700 North Kendall Drive

Suite 704

Miami, FL 33156

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Dario Restrepo

Name

7700 North Kendall Drive, Suite 704

Florida street address (P.O. Box **NOT** acceptable)

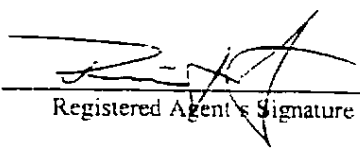
Miami

FL 33156

City

Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S.


Registered Agent's Signature (REQUIRED)

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ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

Name and Address:

MGR/President

Dario Restrepo

7700 North Kendall Drive, Suite 704

Miami, FL 33156

MGR/VP

Maria Cristina Restrepo

7700 North Kendall Drive, Suite 704

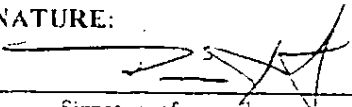
Miami, FL 33156

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 calendar days after the date of filing.)

ARTICLE VI: Other provisions, if any.

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.
(In accordance with section 605.0205 (3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any 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.)

DARIO RESTREPO

Typed or printed name of signer

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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"INCUMBENCY CERTIFICATE"

The undersigned, **JULIO E. LINARES F.**, a partner of the Law Firm **TAPIA, LINARES Y ALFARO**, which in turn is the Resident Agent of **"PORTOLA S. A."** the "Corporation"

CERTIFIES THAT:

1. The Corporation is a company duly organized and existing in the Republic of Panama according to Law 32 of 1927, incorporated by means of Public Deed No.7379 of June 19th, of 2006, of the Third Notary Public of the Circuit of Panama, and recorded in the Public Registry Office on 23th day of June, 2006, at Microjacket 530241, document 972204.
2. The Corporation has been in good standing.
3. The authorized capital stock of the Corporation is of TEN THOUSAND DOLLARS (US\$10.000.00) legal currency of the United States of America, divided into One Thousand (1,000) BEARER OR NOMINATIVE SHARES, of a par value of TEN DOLLARS (US\$10.00) each.
4. The following are all of the Directors and Officers of the Corporation at the date thereof:

OLGA ELIS QUINTERO FERNANDEZ

DIRECTOR / PRESIDENT

ORELYS MASSIEL CEDEÑO BETHANCOURT

DIRECTOR / VICEPRESIDENT
and TREASURER

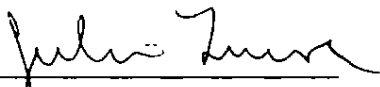
MICHELL VANESSA SAEZ CEDEÑO

DIRECTOR / SECRETARY

5. That its Resident Agent is: TAPIA, LINARES Y ALFARO, and its domicile is since June 30th, 2008, at Capital Plaza building, 15th floor, Paseo Roberto Motta, Costa del Este, city of Panama, Republic of Panama.

In witness whereof I have issued this Certificate in the City of Panama, Republic of Panama, on this 24th day of April, 2017.

TAPIA, LINARES Y ALFARO


Julio E. Linares F.

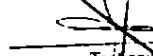


Yo, JORGE E. GANTES S. Notario Público Quinto del Circuito De Panamá, con cédula de identidad personal No 8-503-985

CERTIFICO:

Que la(s) firma(s) anterior(es) ha(n) sido reconocida(s) como su(s) por los firmantes por lo consiguiente dicha(s) firma(s) es (son) auténtica(s).

Panamá, 25 ABR 2017


Testigos


Testigos

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