

L 18 000047686

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 14, 2023

CT CORP

SUBJECT: DICSA AMERICA LLC
Ref. Number: L18000047686

CORRECTED
Please Allow For
Same File Date

2023 JUL 13 PM 10:43

We have received your document for DICSA AMERICA LLC and the authorization to debit your account in the amount of \$55.00. However, the document has not been filed and is being returned for the following:

The effective date must be specific and cannot be prior to the date of filing.

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) 245-6050.

Tammi Cline
Regulatory Specialist II Supervisor

Letter Number: 623A00015669

2023 JUL 17 AM 10:21

CT CORP
(850)656-4724
3458 Lakeshore Drive,
Tallahassee, FL 32312

Date: 07/13/2023
Acc#120160000072

W: 12/11

Name:	DICSA America LLC
Document #:	
Order #:	15030113

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Email Address for Annual Report Notification:

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Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **55.00**

Thank you!

2023 JUL 13 AM 10:44

2023 JUL 13

**FIRST AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
DICSA AMERICA LLC**
(Pursuant to Chapter 605 of the Florida Revised Limited Liability Company Act)

2023 JUL 13 AM 10:44

DICSA America LLC, a limited liability company organized and existing under and by virtue of the Florida Revised Limited Liability Company Act,

DOES HEREBY CERTIFY:

1. That the name of this company is DICSA America LLC, and that this company was originally incorporated pursuant to the Florida Revised Limited Liability Company Act on February 23, 2018, under the name DICSA America LLC.

2. That the sole member of DICSA America LLC duly resolved to amend and restate the Articles of Organization of this company, declaring said amendment and restatement to be advisable and in the best interests of this company and its sole member, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Articles of Organization of this company be amended and restated in its entirety to read as follows:

ARTICLE I: NAME

The name of the Florida limited liability company is DICSA AMERICA LLC (the "Company").

ARTICLE II: ADDRESS

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

DICSA AMERICA LLC
2875 N.E. 191 Street, Suite 302
Aventura FL 33180

**ARTICLE III: REGISTERED AGENT, REGISTERED OFFICE & REGISTERED
AGENT'S SIGNATURE**

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

YH&S Accounting & Financial Consultants, Inc.
Turnberry Plaza
2875 NE 191st Street Suite 302
Aventura, Florida 33180

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FILED

ARTICLE IV: EFFECTIVE DATE AND TIME

The effective date and time of these Amended and Restated Articles of Organization shall be the date and time that these Amended and Restated Articles of Organization are filed with the Florida Department of State, Division of Corporations.

ARTICLE V: PURPOSE

The Company is being formed for the purpose of transacting any and all lawful business for which a limited liability company may be organized under the Florida Revised Limited Liability Company Act.

ARTICLE VI: DURATION

The Company has been formed for an indefinite duration.

ARTICLE VII: MANAGEMENT

The Company will be manager-managed.

ARTICLE VIII: TRANSFERABILITY OF MEMBERSHIP INTERESTS

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

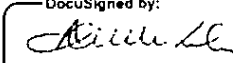
ARTICLE IX: DISTRIBUTION OF PROFITS

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

In accordance with Section 605.0203(1)(b) of the Florida Revised Limited Liability Company Act, 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 Florida Department of State constitutes a third-degree felony as provided for in Section 817.155 of the Florida Statutes.

MEMBER:

DISTRIBUIDORA INTERNACIONAL CARMEN, S.A.U.

By:  DocuSigned by:
A5A25D940C2B455

Name: Alessandro Lala

Title: Executive Chairman

2023 JUL 13 AM 10:44

13 JUL 2023

STATEMENT OF REGISTERED AGENT

Under the provisions of Section 605.0113, Florida Statutes, DICSA AMERICA LLC, a Florida limited liability company, submits the following statement of registered agent in the state of Florida:

1. The name of the Florida limited liability company is DICSA AMERICA LLC.

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

YH&S Accounting & Financial Consultants, Inc.

Turnberry Plaza

2875 NE 191st Street Suite 302

Aventura, Florida 33180

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in these Amended and Restated Articles of Organization, 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 of the Florida Statutes.

YH&S ACCOUNTING & FINANCIAL
CONSULTANTS, INC.

By: 

Name: Gloria Pascual-Willinger

Title:

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FILED