

L19000280433

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

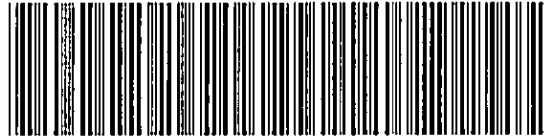
(Business Entity Name)

(Document Number)

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12 NOV 2019 1:13:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2019 NOV 25 PM 2:46

FILED

NOV 26 2019

10:00 AM

Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.incserv.com
e-mail: accounting@incserv.com

ORDER FORM

TO Florida Department of State
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Stops
mstops@incserv.com
850.656.7953

REQUEST DATE 11/25/2019

PRIORITY Routine

OUR REF # (Order ID#) 787722

ORDER ENTITY

LANZA HOLDING S.A.

PLEASE PERFORM THE FOLLOWING SERVICES:

LANZA HOLDING S.A. (FL)

File the attached Articles of Domestication and Articles of Organization. Please provide a certified copy as evidence.

NOTES:

\$180.00 Authorized

Email address for annual report reminders: prubio@shutts.com

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,



Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

ARTICLES OF DOMESTICATION

The undersigned, as authorized representative of LANZA HOLDING S.A., a Panama company (the "Company"), in accordance with Sections 605.1055 of the Florida Statutes, does hereby certify that:

1. The date on which the Company was first organized in the Republic of Panama is May 31th, 2002.
2. The name of the Company immediately prior to the filing of these Articles of Domestication is LANZA HOLDING S.A.
3. The name of the Company, as set forth in its Articles of Organization, to be filed pursuant to Sections 605.0201 and 605.1055 of the Florida Statutes, with these Articles of Domestication, is LANZA HOLDING INTERNATIONAL LLC
4. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Company, or any other equivalent thereto under applicable law, immediately prior to the filing of these Articles of Domestication, is the Republic of Panama.
5. Attached hereto are Articles of Organization to complete the domestication requirements pursuant to Sections 605.1051-605.1056 of the Florida Statutes.
6. The domestication of the Company into a Florida limited liability company has been approved by the sole shareholder and all of the members of the Board of Directors of the Company in accordance with the laws of the Panama.

IN WITNESS WHEREOF, the undersigned, being an authorized representative of the Company, is authorized to sign these Articles of Domestication on behalf of the Company and has done so on this 25th day of November, 2019.

By: 

Miguel Angel Capriles Cannizzaro,
Authorized Representative

FILED
2019 NOV 25 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is:

LANZA HOLDING INTERNATIONAL LLC

ARTICLE II - Address

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

1425 Brickell Avenue,
Suite 55C
Miami, FL 33131

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The management of the Company shall be as provided in the Company's Operating Agreement.

ARTICLE V - Registered Agent and Office

The name and address of the initial registered agent of the Limited Liability Company are:

Miguel Angel Capriles Cannizzaro
1425 Brickell Avenue,
Suite 55C
Miami, FL 33131

ARTICLE VI - EFFECTIVE DATE AND TIME

The Effective Date and Time of these Articles of Organization shall be the date and time of filing of these Articles of Organization.

A handwritten signature in black ink, consisting of a large, stylized 'M' followed by 'A', 'C', and 'C' in a cursive script.

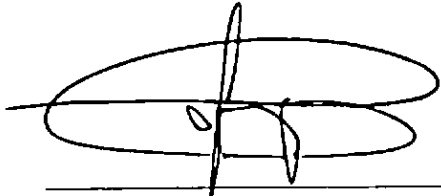
Miguel Angel Capriles Cannizzaro,
Authorized Representative

(In accordance with Section 605.0203(1)(b), 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 false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.)

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above-stated limited liability company at the address designated in the Articles of Organization, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties and is familiar with and accepts the obligations of its position as registered agent, as provided for in Chapter 605, Florida Statutes.

Date: November, 25, 2019



Miguel Angel Capriles Cannizaro



Registro Público de Panamá

No. 1895933

FIRMADO POR: UMBERTO ELIAS
PEDRESCHI PIMENTEL
FECHA: 2019.10.04 16:42:27 -05:00
MOTIVO: SOLICITUD DE PUBLICIDAD
LOCALIZACION: PANAMA, PANAMA

CERTIFICADO DE PERSONA JURÍDICA

CON VISTA A LA SOLICITUD

391500/2019 (0) DE FECHA 10/04/2019

QUE LA SOCIEDAD

LANZA HOLDING S.A.

TIPO DE SOCIEDAD: SOCIEDAD ANÓNIMA

SE ENCUENTRA REGISTRADA EN (MERCANTIL) FOLIO Nº 411486 (S) DESDE EL LUNES, 21 DE ENERO DE 2002

- QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

- QUE SUS CARGOS SON:

SUSCRIPTOR: LUIS ALBERTO RODRIGUEZ

SUSCRIPTOR: LUIS ANTONIO GORDILLO

AGENTE RESIDENTE: ARIAS, FABREGA & FABREGA

DIRECTOR / PRESIDENTE: FELICIANO ORTIZ

DIRECTOR / SECRETARIO: NANCY ELIETTE COSSU DE GRISOLIA

DIRECTOR / TESORERO: BRENDA GONZALEZ DE SAAVEDRA

- QUE LA REPRESENTACIÓN LEGAL LA EJERCERÁ:

NO CONSTA

- QUE SU CAPITAL ES DE 1,000.00 DÓLARES AMERICANOS

- DETALLE DEL CAPITAL

EL CAPITAL AUTORIZADO DE LA SOCIEDAD CONSISTIRÁ DE MIL DÓLARES (\$1,000.00), MONEDA LEGAL DE LOS ESTADOS UNIDOS DE AMÉRICA, DIVIDIDO EN MIL (1,000) ACCIONES DEL VALOR NOMINAL DE UN DÓLAR (\$1.00) CADA UNA. LAS ACCIONES PODRÁN SER EMITIDAS AL PORTADOR.

ACCIONES: AL PORTADOR

- QUE SU DURACIÓN ES PERPETUA

- QUE SU DOMICILIO ES PANAMÁ, DISTRITO PANAMÁ, PROVINCIA PANAMÁ

ENTRADAS PRESENTADAS QUE SE ENCUENTRAN EN PROCESO

NO HAY ENTRADAS PENDIENTES.

RÉGIMEN DE CUSTODIA: CONFORME A LA INFORMACIÓN QUE CONSTA INSCRITA EN ESTE REGISTRO, LA SOCIEDAD OBJETO DEL CERTIFICADO NO SE HA ACOGIDO AL RÉGIMEN DE CUSTODIA.

EXPEDIDO EN LA PROVINCIA DE PANAMÁ EL VIERNES, 04 DE OCTUBRE DE 2019 A LAS 03:59 P.M..

NOTA: ESTA CERTIFICACIÓN PAGÓ DERECHOS POR UN VALOR DE 30.00 BALBOAS



Valide su documento electrónico a través del CÓDIGO QR impreso en el pie de página
o a través del Identificador Electrónico: B3D1B8F6-52C5-43DF-8A39-CB0320085539
Registro Público de Panamá - Vía España, frente al Hospital San Fernando
Apartado Postal 0830 - 1596 Panamá, República de Panamá - (507)501-6000

Translation

Public Registry Office of Panama

No.1895933

Signed by: UMBERTO ELIAS PEDRESCHI PIMENTEL

Date: October 4, 2019 – 16:42:27 – 05:00

Purpose: Public Requirements

Location: Panama, Panama

LEGAL ENTITY CERTIFICATION

PURSUANT TO PETITION

391500/2019 – DATED: October 4, 2019

THAT THE COMPANY

LANZA HOLDING S.A.

TYPE OF ENTITY: COMPANY

IS DULY REGISTERED AT (MERCANTILE) FOLIO N° 411486 AS OF MONDAY,
JANUARY 21, 2002.

THAT THE COMPANY IS IN GOOD STANDING.

THAT ITS OFFICES ARE:

SUBSCRIBER: LUIS ALBERTO RODRIGUEZ

SUBSCRIBER: LUIS ANTONIO GORDILLO

RESIDENT AGENT: ARIAS, FABREGA & FABREGA

DIRECTOR/PRESIDENT: FELICIANO ORTIZ

DIRECTOR/SECRETARY: NANCY ELIETTE COSSU DE GRISOLIA

DIRECTOR/TREASURER: BRENDA GONZALEZ DE SAAVEDRA

THERE IS NO REGISTRATION EVIDENCE OF THE LEGAL REPRESENTATION.

THAT ITS AUTHORIZED CAPITAL IS OF US\$1,000.00.

CAPITAL BREAKDOWN: THE AUTHORIZED CAPITAL OF THE COMPANY SHALL
CONSIST OF ONE THOUSAND DOLLARS (US\$1,000.00),
LEGAL TENDER OF THE UNITED STATES OF AMERICA,



DIVIDED INTO ONE THOUSAND (1,000) SHARES OF THE
PAR VALUE OF ONE DOLLAR (US\$1.00) EACH. SHARES
MAY BE ISSUED IN BEARER FORM.

THAT THE EXISTENCE OF THE COMPANY IS PERPETUAL.

THAT THE DOMICILE OF THE COMPANY IS IN PANAMA, PROVINCE OF PANAMA.

ENTRIES FILED STILL IN PROCESS

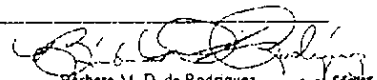
NO PENDING ENTRIES.

CUSTODY REGIME: ACCORDING TO THE INFORMATION RECORDED AT THIS
REGISTRY OFFICE, THE COMPANY MENTIONED IN THE CERTIFICATE IS NOT
SUBJECT TO THE CUSTODY REGIME.

THIS CERTIFICATE IS ISSUED IN THE PROVINCE OF PANAMA ON FRIDAY,
OCTOBER 4, 2019 AT 03:59 PM.

NOTE: FEES PAID FOR THIS CERTIFICATION AMOUNT TO B/30.00.

This is a true translation of the original in Spanish. Panama, October 9, 2019.


Barbara M. D. de Rodriguez
Certified Public Translator
ID No. 2-79-713
Resolution No. 181 of July 7, 1992
Panama, Republic of Panama