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Charter Number Only

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Vargas - & Zion

Requestor's Name

2222 Ponce de Leon Blvd 6th Floor

Address

Corral Gables Fl. 33134

City

State

ZIP

Phone

403-36008

VALIDATION ONLY

200002496132-6  
-04/22/98-01013-016  
\*\*\*\*285.00 \*\*\*\*285.00

CORPORATION(S) NAME

Mining Construction & Trading, L.C.

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|--|--|--|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                                  |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                                    |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Annual Report   | <input checked="" type="checkbox"/> Other Limited Liability Corp |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent              |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal                  |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30                              |
| <input type="checkbox"/> Call If Problem     | <input type="checkbox"/> Will Wait       | <input type="checkbox"/> Mail Order                              |
| <input type="checkbox"/> Walk In             | <input type="checkbox"/> Pick Up         |  |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Empire Toll Free: 1-800-432-3028

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## **ARTICLES OF ORGANIZATION OF MINING CONSTRUCTION & TRADING, L.C.**

The undersigned certifies that the herein named members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statute 608- Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

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### **ARTICLE I** **NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be MINING CONSTRUCTION & TRADING, L.C. , and its principal office shall be located at 2222 Ponce de Leon Boulevard, Sixth Floor, Coral Gables, Florida, County of Dade, State of Florida, but it shall have the power and authority to move the principal offices and establish branch offices at any other place or places as the members may designate. The mailing address of the company is the same as the principal office address.

### **ARTICLE II** **PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in the acquisition/sale of equipment and any other activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of the contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or

Prepared by: Priscilla D. Vargas, Esq., Florida Bar No. 717754, Law Offices of Vargas & Zion, 2222 Ponce de Leon Boulevard, Sixth Floor, Coral Gables, Florida 33134, Phone (305) 443-3600

attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property, and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, of going out of, or connected with its business or powers, provided the same shall be consistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III** **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company, shall be managed under the direction of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### **ARTICLE IV** **MANAGEMENT**

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Gerardo Mondragon Arana, 2222 Ponce de Leon Boulevard, 6th Floor, Coral Gables, FL 33134  
Ciro Alfonso Uribe Chaves, 2222 Ponce de Leon Boulevard, 6th Floor, Coral Gables, FL 33134  
Carlos Hormaza Sarria, 2222 Ponce de Leon Boulevard, 6th Floor, Coral Gables, FL 33134  
Guillermo Restrepo Serna, 2222 Ponce de Leon Boulevard, 6th Floor, Coral Gables, FL 33134

### **ARTICLE V** **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the

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remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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**ARTICLE VI**  
**CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$5,000.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE VII**  
**PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year within a reasonable time of October 31, the closing date of the company's fiscal year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business or, if these sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE VIII**  
**DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is Law Offices of Vargas & Zion, 2222 Ponce de Leon Boulevard, Sixth Floor, Coral Gables, Florida 33134, County of Dade, and the name of the company's initial registered agent at that address is Priscilla D. Vargas, Esq.

The undersigned, being the agent of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of MINING CONSTRUCTION & TRADING, L.C.

Executed by the undersigned at 2222 Ponce de Leon Boulevard, Sixth Floor, Coral Gables, Florida, 33134 on April 20, 1998.

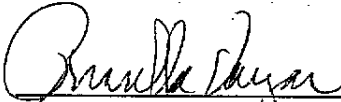
MINING CONSTRUCTION & TRADING, L.C.

By: \_\_\_\_\_

Ciro Alfonso Uribe Chaves, Member  
and authorized representative for original  
members

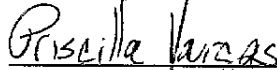
State of Florida )  
County of Dade )

I HEREBY CERTIFY that on this 20 day of April, 1998, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Ciro Alfonso Uribe Chaves, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, and an oath was not taken. Said person is personally known to me or he provided the following type of identification: Colombian Passport #19125282



NOTARY PUBLIC SIGNATURE

MY COMMISSION EXPIRES:



NAME OF NOTARY PUBLIC, State of Florida



PRISCILLA D VARGAS  
My Commission CC557379  
Expires Jun. 26, 2000

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Statement Designating Registered Agent And Office

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State of Florida )  
County of Dade )

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is MINING CONSTRUCTION & TRADING, L.C.

The name of the registered agent for MINING CONSTRUCTION & TRADING, L.C. is Priscilla D. Vargas, Esq. and the company's principal office where the agent is located is Vargas & Zion, 2222 Ponce de Leon Boulevard, Sixth Floor, Coral Gables, Florida 33134.

This statement is made to acknowledge that, as indicated above, MINING CONSTRUCTION & TRADING, L.C. has appointed me, Priscilla D. Vargas, Esq., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated April 20, 1998.

Priscilla Vargas  
Priscilla D. Vargas, Esq., Registered Agent

The foregoing instrument was acknowledged before me this 20 day of April, 1998 by Priscilla D. Vargas, Esq., registered agent on behalf of MINING CONSTRUCTION & TRADING, L.C., a limited liability company, She is personally known to me or has produced the following identification: N/A.

MY COMMISSION EXPIRES:



BETSY WILLIAMS  
My Comm Exp. 6/26/00  
Bonded By Service Ins  
No. CC567080

☒ Personally Known ☐ Other I.D.

Betsy Williams  
NOTARY PUBLIC SIGNATURE

Betsy Williams  
NAME OF NOTARY PUBLIC, State of Florida

### Affidavit Of Membership And Contributions

State of Florida )  
County of Dade )

In compliance with Florida Statutes Section 608.407(2), the undersigned member and authorized representative of the members of MINING CONSTRUCTION & TRADING, L.C. deposes and says:

1. I have personal knowledge of the contents of this Affidavit and am over the age of eighteen (18).
2. The limited liability company identified above has at least two members.
3. The total amount of cash contributed by the members is \$20,000.00.
4. If any, the agreed value of property other than cash contributed by the members is: N/A. A description of the property, if any, is attached as Exhibit "A" and made a part of this affidavit.
5. The total amount of cash or property anticipated to be contributed by the members is \$20,000.00. This total includes the amounts described in paragraphs 2 and 3 above.

MINING CONSTRUCTION & TRADING, L.C.

By:

*[Signature]*  
Ciro Alfonso Uribe Chaves, Member and  
authorized representative for original  
members

I HEREBY CERTIFY that on this 20 day of April, 1998,  
before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared  
Ciro Alfonso Uribe Chaves, known to me to be the person described in and who executed the foregoing  
instrument, who acknowledged before me that he executed the same, and an oath was not taken. Said person  
is personally known to me or he provided the following type of identification: Colombian passport  
#CC19125582

*[Signature]*

NOTARY PUBLIC SIGNATURE

*[Signature]*  
PRISCILLA VARGAS

NAME OF NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:



PRISCILLA D VARGAS  
My Commission CC557379  
Expires Jun. 26, 2000

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