M17000003057

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:

W17-22950 cuo + consent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
APR 10 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 16, 2017

CARMIN J GADEA
NATURAL-WAX LLC
6521 EMERALD DUNES DR. #303
WEST PALM BEACH, FL 33411

SUBJECT: NATURAL-WAX LLC
Ref. Number: W17000022950

We have received your document for NATURAL-WAX LLC and your check(s) totaling $160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The name designated in your document is unavailable because it is the same as or not distinguishable from an existing entity. If the principals are the same in both entities, please send a letter or affidavit advising us of this association, along with your articles so that we may complete the filing process.

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) 245-6051.

Karen A Saly
Regulatory Specialist II

Letter Number: 217A00005123

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NATURAL-WAX LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

CARMIN J GADEA
Name of Person

NATURAL-WAX LLC
Firm/Company

6521 EMERALD DUNES DRIVE # 303
Address

WEST PALM BEACH, FL 33411
City/State and Zip Code

tramitesinmigracionusa@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CARMIN J GADEA at (561) 460-5127
Name of Contact Person — Area Code — Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☐ $125.00 Filing Fee
- ☐ $130.00 Filing Fee & Certificate of Status
- ☐ $155.00 Filing Fee & Certified Copy
- ■ $160.00 Filing Fee, Certificate of Status & Certified Copy

Florida Departament of state

Division of corporations

Declaration of Consent

I, Carmin Gadea J, As representative of NATUTAL -WX LLC, with the following address: 6521 Emerald Dunes DR # 303, West Palm Beach Fl, 33411, and Fein 81-4552381, hereby granting full consent and authorization A NATURAL-WAX CA To use our name Commercial in Venezuela, in the following Address: Urbanization La Caracola 4, House # 22 Sector la Floresta, Maturin Edo Monagas -Venezuela.

Letter Issued by the Interested Party to the 08 days of the month of April year 2017.

Without more to be referred to, he says goodbye,

Who subscribes :

Carmin Gadea J.
NATURAL -WAX LLC

Zaida Velasquez

ZAIDA VELASQUEZ
Commission # FF 31855
My Commission Expires 08-10-2017
Bonded Through
Western Surety Company - Southeast Team

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. NATURAL-WAX, CA LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

NATURAL-WAX LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C," or "LLC.")

2. VENEZUELA
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 81-4552381
(FEI number, if applicable)

4. MONAGAS VENEZUELA
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. OCTOBER 31/2016 L16000200524

(Street Address of Principal Office)

6. URBANIZACION LA CARACOLA 4 CASA # 22 SECTOR LA FLORESTA,

DE LA CIUDAD DE MATURIN EDO MONAGAS

(Mailing Address)

2017 APR 10 PM 3: 52

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7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: JOSE A LORES

Office Address: 6521 EMERALD DUNES DRIVE # 303

WEST PALM BEACH, FLORIDA, Florida 33411
(City) (Zip code)

Registered agent's acceptance:

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 application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to complywith the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

CARMIN J GADEA TITLE MANAGER , JOSE A LARES REGISTER AGENT

6521 EMERAL DUNES DRIVE # 303 WEST PALM BEACH, FLORIDA 33411

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.

CARMIN J GADEA

Typed or printed name of signee

I, Paola Janeth Diaz, certify that I am fluent (conversant) in the English and Spanish languages and that the above/attached document is an accurate translation of the document attached

Signature:

Name: PAOLA JANETH DIAZ

Date: 03-27-2017

NATURAL WAX

NUMBER RECORD 391-31944

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2017 APR 10 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CITIZEN

REGISTRADOR MERCANTIL, OF THE CIRCUMSCRIPTION JUDICIAL OF THE STATE MONAGAS

HIS OFFICE.

I, JOSE LEONARDO GADEA ROJAS, Venezuelan, of legal age, holder of identity card No. 18.592.402, and of this address, before you, in order to state the following: For the purposes of registration , Filing and publication, I hereby accompany the constituent document of my represented company, the commercial company "NATURAL-WAX, CA", which has been drafted with sufficient amplitude to serve in addition to the statutes thereof. Also attached, the Opening Inventory that show the contributions made by the shareholders. I pray that compliments that have been the paperwork A copy of these proceedings is sent to me for the purpose of its publication. It is justice in Maturín, at the date of its submission .-----------
-------- -----------------

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TALLAHASSEE, FLORIDA

Zaida Velásquez

ZAIDA VELASQUEZ
Commission # FF 31855
My Commission Expires 08-10-2017
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Western Surety Company - Southeast Team

BOLIVARIAN REPUBLIC OF VENEZUELA
, .., ... MINISTRY OF THE PEOPLE'S POWER FOR INTERIOR RELATIONS AND JUSTICE ....

AUTONOMOUS REGISTRY OF RECORDS AND NOTARIES.
MERCANTILE REGISTRY OF THE EDO MONAGAS

Municipality Maturin, June 28 of the year two thousand ten Registrar Mercantil Auxiliar (E), who signs, Certifies:

That the Participation, Note and Document of the present photocopy is faithful and exact of its original, that in its presence the formalities of verification, preparation and accuracy of the photocopy were fulfilled and that the grantor (s) were identified as follows:
JOSE LEONARDO GADEA ROJAS, C.I: V-18.592.402. The original document was annotated under the N .: 288 of the Volume: 13- A RM MAT corresponding to the year: two thousand
Ten, in faith of which they sign:

S1E PROTOCOL BELONGING TO: NATURAL - WAX, C.A.N. ..: file: 391-31944 CONST

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TALLAHASSEE, FLORIDA

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today, June 08, 2.016. Met in the city of Maturín, partners JOSE LEONARDO GADEA ROJAS, CARMIN JOSE DEL VA LLE GADEA ROJAS and EMELYN JOSE GADEA ROJAS all of Venezuelan Nationality, of legal age, of this address, holders of identity cards Nr. V-18,592,402 and VI7,779,655, respectively, in order to constitute a Public Limited Company, as they are constituted by virtue of this document, which shall be governed by the provisions contained in The Articles that are then determined are drafted with sufficient breadth to serve both the Articles of Incorporation and Bylaws. ---

TITULO I

DENOMINATION, DOMICILE, OBJECT AND DURATION

AUTICULO FIRST: The company will be named NATU RAL-WAX, CA, its address is Urbanization la Caracola 4, house # 22, Sector la Floresta in the city of Maturín, Monagas State, 200 meters from the Gym 3000, CA, being able to establish branches , Agencies, representations or offices in any part of the national and international territory, when so decided by the Board of Directors. ARTICLE TWO: The object of the company comprises the manufacture, processing, distribution, transportation, purchase, sale, import and export of t class of natural waxes, processed and semi-processed, for depilation. As well as

1

Purchase and wholesale and import and export of all the necessary elements

For the manufacture, processing, application and use as they are: raw material. Pallets. Cotton, moisturizers, pre and post depilation creams, depilatory bands, aromatic oils, moisturizers, gloves, depilation stretchers, wax heaters, depilatory molds, and any other article of any kind or species whose purposes and destinations are necessary for the End of the same, either for own account or on behalf of third parties nationally or internationally, either in your supply store or through online sales plus representation of firms, brands and franchises. The mercantile company is empowered, with no more limitations that derive from the law, to offer its clients or na complete assistance, to meet the needs of our users providing them with an atmosphere of well-being and personal satisfaction

Advised by highly qualified personnel where the beauty is cultivated, possible diseases associated with stress are prevented, besides esthetic treatments are carried out, such as depilation in

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The maintenance of the skin improving the appearance as well as everything Jo related to the achievement

Efficient of its corporate purpose, will perform similar functions for the performance of any activity

Legal business. In general, you may perform any other lawful trade activity

Whether or not it relates to the principal object permitted by law. ARTICLE THREE: The company shall begin its business year or year when it complies with the legal formalities of its registration in the Commerce Registry and shall last for twenty (20) years, counted from that date, and may be extended for a lapse upon expiration Equal, superior or inferior, if this resolves the general meeting of members .--------------------------------- --------------

TITLE II SHARES AND CAPITAL

ARTICLE FOUR: The capital of the company is ONE MILLION OF BOLIVARES

With ZERO CENTIMOS (Bs. 1,000,000.00) represented by Thousand (1,000) shares of MiL Bolivares (Bs. 1,000.00) each; These shares will be nominative. And can not be converted to the bearer and confer to their holders equal rights and obligacwn.es. This share capital has been subscribed and paid in full, as follows: The partner JOSE LEONARDO GADEA ROJAS has subscribed and paid FIVE HUNDRED (500) SHARES, for the amount of FIVE HUNDRED THOUSAND BOLIVARS WITH ZERO CENTIMOS (Bs. 500.000,00), the partner CARMIN JOSE DEL VALLE GADEA ROJAS has

Subscribed and paid TWO HUNDRED FIFTY (250) SHARES, per lj

TWO HUNDRED FIFTY THOUSAND BOLIVARS WITH ZERO CENTIMOS (BS. 250,000.00) and EMELYN JOSE GADEA ROJAS has subscribed and paid TWO HUNDRED (250) SHARES, in the amount of TWO HUNDRED AND FIFTY THOUSAND BOLIVARES WITH ZERO CENTIMOS (BS 250.000,00) This capital has been subscribed and

Paid in full, as shown in the attached Inventory of Goods. ARTICLE

1

Five: Each share grants its owner equal rights and obligations and gives right to

A vote in the deliberations of the Assemblies .-------------------------------------- -------------

TITLE III

OF THE ASSEMBLIES

ARTICLE SIX: The maximum authority and direction of the company is in the hands of .I to the General Assembly of Members, legally constituted, in ordinary or extraordinary form. Its decisions, respecting the legal and statutory limits and powers, are obligatory for all partners, including those who have not attended, and the latter have the legal rights and legal remedies. SECTION SEVEN: The Ordinary Assembly of

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The Extraordinary Assembly shall meet when the Company's interests so require, having to be convened by the Board of Directors at the request of the Company's commissioner or a number of shareholders representing not less than twenty percent (20%) of the Company. social capital. Both Assemblies shall meet, after having been summoned by the press at least five (5) days before the date fixed for the meeting, however, the Assembly shall be valid unless it has been convened without prior notice, provided that in it The whole of the share capital will be represented. The members may be represented at the meeting by proxy constituted by an authenticated document, by telegram or cablegram. ARTICLE EIGHTH: The Ordinary or Extraordinary Shareholders' Meeting shall be considered validly constituted to deliberate, when represented in it, at least fifty-one percent (51%) of the shares making up the share capital and its decisions Validly adopted. When, despite the call, it does not attend the

Assembly a number of partners representing at least the aforementioned proportion. It will proceed according to the Norms of the Code of Commerce that govern this matter. However, even in Second Call, the Assembly may be validly installed if at least fifty (50%) of the capital stock is not represented, and the approval of a number is required for the validity of its decisions Of votes representing fifty-one percent (51%) of the share capital. The representation and the majority agreed in this article will be required for any object submitted to the Members' Assembly. Including those provided for in Article 280 of the Commercial Code. The Assembly of Members shall be presided over by the President and in his absence by the Vice-President, who shall be designated to the effect A RTICU NO NINE: The attributions of the Ordinary Assembly: a) To elect the Board of Directors, the Commissioner and fix their remunerations; B) Discuss and approve or modify the Balance Sheet of

The Company and the Statement of Profit and Loss based on the report of the Commissioner; and)

1 To decide with respect to the distribution of Dividends and to the Constitution of the fund of special reserves; D) Any other duties that the Law establishes. ---------------------------------------

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TITLE IV

OF THE ADMINISTRATION OF THE COMPANY

ARTICLE TENTH: The management of the company corresponds to the Board

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Or non-members of the partnership and shall be elected by the Members' Assembly. ARTICLE TENTH.

FIRST: The Board of Directors will last five (5) years in the exercise of its functions and its - Members may be re-elected. After expiration of this term, the current Board of Directors will continue to exercise its functions until the substitution or re-election of one of its members becomes effective. Before beginning the exercise of its functions, the President and the Vice-President,

Board of Directors, shall deposit five (5) shares in the Company's social fund for the purposes set forth in Article 244 of the Commercial Code. SECTION TWENTY SECOND · The President and the Vice-President have jointly and separately the broadest powers of administration and disposition, and especially they are entitled to the following:

A) To convene the assemblies, to fix the matters that must be dealt with in them, to fulfill and to do

Comply with decisions; B) Establish the general expenses of administration and business planning of the company; E) Regulate the organization and operation of the branch offices and branches of the company and exercise its control and supervision; D) To appoint and remove: personnel required for the activities and business of the company, fixing their remunerations and ensuring that they fulfill their obligations; E) To contract, when they deem it convenient;,: advisory services for the accomplishment of one or more negotiations and social operations! Establishing at the same time the conditions and other modalities under which it is: Must carry out their activities; Constitute Apodera.do or Special Appointees

f) Constitute Apodera.do or Special Appointees

Setting all the powers that might be relevant to the defense of the interests of the Company for the case or the cases for which they were designated; G) To elaborate. The BaJance The General Inventory and Statement of Profit and Loss.

Annually to the Ordinary Assembly on the management of the company; H) Calculate _.

To determine the dividend to distribute among the partners, to agree and fix the opportunity of payment and to establish the amount of contributions that they deem appropriate for the guarantee reserve funds, all of which will be submitted to the Ordinary Assembly for its consideration and approval: The Company in all business and contracts with third parties in relation to Object of society; J) Lease and lease the assets of the company, even for Terms of more than two (2) years, likewise may sell them; K) Open, mobilize and close Current accounts or deposits, rotate, cash, accept and endorse checks, bills of exchange Or pay to the order of the company and withdraw by means of such instruments or in any other

Funds that the company has deposited in banks, credit institutes, commercial houses, etc., taking into account that at the time of the absence of any of the

Members may do so by the other remaining members; 1) Apply and contract credits

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Governmental and municipal authorities, and in general, to carry out any and all usual and normal acts of management, administration and disposal of the company, except to establish the company as guarantor or guarantor of obligations outside its own business, which Reserves expressly to the Assembly of Members .---

TITLE V OF THE COMMISSIONER

ARTICLE THIRTEEN: The company will have a Commissioner who will be elected by The Ordinary Assembly of Members and shall last one (1) year in its functions, being able to be relegated.
1
SECTION FOUR: The Commissioner shall be in charge of the total control of the Accounting for the company and shall exercise the powers and functions set forth in the Code of Conduct .--

TITLE VI

OF THE BALANCE, BALANCE, AND UTILITIES

SECTION THREE: The accounting of the company shall be carried out in accordance with the Law. The Board of Directors and the Commissioner shall ensure that it conforms to the rules established in the Venezuelan Law. ARTICLE SIXTH SIXTH: The financial year of the company begins on the first of January of each year and ends on December 31 the same. The first exercise begins on the day of registration of the constitutive document and ends on December 31. ARTICLE DECEMBER / SEPTEMBER: On December 31 of each year, the accounts will be liquidated and cut, and the corresponding Balance shall be drawn up, and the said deposit shall be paid to the Commissioner one (1) month before the Meeting of the General Assembly
Of Members. Verified as the Balance Sheet and Statement of Profits and Losses, the

Net profits obtained shall be distributed as follows: (a) Five percent (5%) for the
A reserve fund until reaching an amount equivalent to ten percent (10%) of the share capital; B) The remainder will be available to the Assembly of Members to be distributed in a form that resolves, after hearing the Board of Directors on the dividend to be distributed to partners. Dividends that are not collected on the date of their enforceability will not incur any interest .--

TITLE VII

Zaida Velázquez

ZAIDA VELASQUEZ
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ARTICLE EIGHTH EIGHTH: In all matters not provided for in this document, the Provisions set out in the commercial code and other relevant laws. In this same The Constitutive Assembly appointed for a period of five (5) years, the Board of Directors of the

Society, which was integrated as follows: JOSE LEONARDO GADEA ROJAS, PRESIDENT;

CARMIN JOSE DEL VALLE GADEA ROJAS: VICE PRESIDENT formerly Identified. For the position of Commissioner was elected citizen LAURELIA DEL CARMEN SALDIVIA RAMIREZ., Venezuelan, adult, holder of identity card No. 14.011.931 Public Accountant, collegiate under C.P.C 90.428. Citizen JOSE LEON ARDO GADEA ROJAS, Venezuelan, of age, holder of identity card No. V-18.592.402, of this address, is authorized sufficiently to comply with the registration, publication and all formalities required by the law.-----------------------------

We: JOSE LEONARDO GADEA ROJAS, CARMIN JOSE DEL VALLE GADEA

ROJAS and EMELYN JOSE GADEA ROJAS all of Venezuelan Nationality, of legal age, of this address, holders of identity cards Nr. V-18.592.402, V-18.592.403 and V-17.779.655, Traders, skilled and domiciled in the city of Maturín Monagas State, WE DECLARE UNDER OATH, that the capital assets, assets, securities or securities of the act Or legal business in order to establish the company "NATURAL-WAX, CA" Are derived from Licit Income. Therefore, they come from activities of legitimate character Mercantile, which can be corroborated by the competent bodies and have no relation With money, capital, assets, assets, securities or titles that they consider to be the product of the illegal activities or actions contemplated in the Organic Law Against Organized Crime and the Organic Law on Drugs. In Maturín to the date of its presentation .---------------

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Commission # FF 31855
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MUNICIPALITY MATURIN, JUNE 28, TWO THOUSAND TEN 4EONAROO GADEA ROJAS, Attorney LEOBRANYS LEDEZMA S PRESENTED CERTIFIED COPY OF PUBLICATION BY P 91.2016.2.6229

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TALLAHASSEE, FLORIDA

Zaida Velásquez

ZAIDA VELASQUEZ
Commission # FF 31865
My Commission Expires 08-10-2017
Bonded Through
Western Surety Company - Southeast Team

CIUDADANO

REGISTRADOR MERCANTIL, DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO MONAGAS

SU DESPACHO.

Yo, **JOSE LEONARDO GADEA ROJAS**, venezolano, mayor de edad, titular de la cedula de identidad N° **18.592.402**, y de este domicilio, ante usted ocurro, con la finalidad de exponer lo siguiente: A los fines de su registro, fijación archivo y publicación, acompaño a la presente, el documento constitutivo de mi representada, la sociedad mercantil **"NATURAL-WAX, C.A"**, el cual ha sido redactado con suficiente amplitud para que sirva además de estatutos de la misma. Así mismo anexo, el Inventario de Apertura que demuestran los aportes efectuados por los accionistas. Ruego que cumplidos que hayan sido los trámites legales correspondientes, se me expida copia certificada de estas actuaciones a los fines de su publicación. Es justicia en Maturín, a la fecha de su presentación.-----------------------------------

JOSE LEONARDO GADEA ROJAS

SOLV. IMP.
C.D.
CARTA S.
JURA.
REK.
BALANCE

REPÚBLICA BOLIVARIANA
DE VENEZUELA
ESTADO MONAGAS

MO-12 0684318

TIMBRE FISCAL

REPÚBLICA BOLIVARIANA DE VENEZUELA

*** MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA ***

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS.
REGISTRO MERCANTIL DEL ESTADO MONAGAS

RM No. 391
206° y 157°

2017 APR 10 PM 3:53

Municipio Maturín, 28 de Junio del Año dos mil diez

Registrador Mercantil Auxiliar (E), quién suscribe, Certifica:

Que La Participación, Nota y Documento de la presente fotocopia es fiel y exacta de su original, que en su presencia se cumplieron las formalidades de verificación, confección y exactitud de la fotocopia y que el(los) otorgante(s) se identificaron así: **JOSE LEONARDO GADEA ROJAS**, C.I: **V-18.592.402**. El documento original quedó anotado bajo el N.: **288** del Tomo: **13 - A RM MAT** correspondiente al año: **dos mil diez**, en fe de lo cual firman:

El(los) otorgante(s)

Registrador Mercantil Auxiliar (E)
Abogado LEOBRANYS LEDEZMA
Leobranys Ledezma
15.902.663
Registradora Mercantil Auxiliar E.

ESTE PROTOCOLO PERTENECE A:
NATURAL - WAX, C.A
Número de expediente: **391-31944**
CONST

En el día de hoy, 08 de Junio del 2.016, se reunieron en la ciudad de Maturín, los socios **JOSE LEONARDO GADEA ROJAS, CARMIN JOSE DEL VALLE GADEA ROJAS** y **EMELYN JOSE GADEA ROJAS** todos de Nacionalidad Venezolana, mayores de edad, de este domicilio, titulares de las cedulas de identidad Nros. **V- 18.592.402,V-18.592.403** y **V-17.779.655** respectivamente, con el objeto de constituir una **Compañía Anónima**, como en efecto la constituyen en virtud de este documento, y la cual se regirá por las disposiciones contenidas en los Artículos que enseguida se determinan redactados con suficiente amplitud para que sirvan a la vez de acta Constitutiva y Estatutos Sociales. --

TITULO I

DENOMINACION, DOMICILIO, OBJETO Y DURACION.

ARTICULO PRIMERO: La sociedad se denominara **NATURAL-WAX, C.A**, su domicilio es Urbanización la Caracola 4, casa # 22, Sector la Floresta en la ciudad de Maturín, Estado Monagas, a 200 metros del Gimnasio 3000, C.A., pudiendo establecer sucursales, agencias, representaciones u oficinas en cualquier parte del territorio nacional e internacional, cuando así lo decida la Junta Directiva. **ARTICULO SEGUNDO:** El objeto de la sociedad comprende la fabricación, elaboración, distribución, transporte, compra, venta, importación y exportación de toda clase de ceras naturales, procesadas y semi-procesadas, para la depilación, así como la compra y venta al mayor y detal, importación y exportación de todos los elementos necesarios para la fabricación, elaboración, aplicación y utilización como lo son: materia prima, paletas, algodones, cremas hidratantes, cremas pre y post depilación, bandas depilatorias, aceites aromáticos, hidratantes, guantes, camillas de depilación, calentadores de cera, moldes depilatorios, y cualquier otro artículo de cualquier género o especie cuyos fines y destinos sean necesarios para el fin del mismo, sea por cuenta propia o por cuenta de terceros a nivel nacional o internacional, ya sea en su tienda de abastecimiento o a través de ventas on-line además representación de firmas, marcas y franquicias. La sociedad mercantil está habilitada, sin más limitaciones que deriven de la ley, para ofrecer a sus clientes una asistencia completa, cubrir las necesidades de nuestros usuarios brindándoles un ambiente de bienestar y satisfacción personal asesorados por personal altamente calificado donde se cultive la belleza, se prevengan posibles enfermedades asociadas al estrés, además se realizan tratamientos estéticos, como depilación en el mantenimiento de la piel mejorando la apariencia así como todo lo relacionado para el logro eficiente de su objeto social, ejercerá funciones afines para la realización de cualquier actividad de negocios jurídicos lícitos. En general podrá realizar cualquier otra actividad de lícito comercio tenga está o no relación con el objeto principal que permita la ley. **ARTICULO TERCERO:** La sociedad comenzara su giro o ejercicio al cumplirse con las formalidades legales de su inscripción en el Registro de comercio y tendrá una duración de veinte (20) años, contados a partir de esa fecha, pudiendo en su vencimiento prorrogarse por un lapso igual, superior o inferior, si así resolviere la asamblea general de socios.---

TITULO II

ACCIONES Y CAPITAL

ARTICULO CUARTO: El capital de la compañía es de **UN MILLON DE BOLIVARES CON CERO CENTIMOS (Bs. 1.000.000,00)** representados por Mil (1.000) acciones de **MIL BOLIVARES (Bs. 1.000,00)** cada una; estas acciones serán nominativas y no podrán ser convertidas al portador y confieren a sus tenedores iguales derechos y obligaciones. Este capital social ha sido suscrito y pagado en su totalidad, en la forma como se indica a continuación: El socio **JOSE LEONARDO GADEA ROJAS** ha suscrito y pagado **QUINIENTAS (500) ACCIONES**, por la cantidad de **QUINIENTOS MIL BOLIVARES CON CERO CENTIMOS (Bs. 500.000,00)**, la socia **CARMIN JOSE DEL VALLE GADEA ROJAS** ha suscrito y pagado **DOSCIENTAS CINCUENTA (250) ACCIONES**, por la cantidad de **DOSCIENTOS CINCUENTA MIL BOLIVARES CON CERO CENTIMOS (BS. 250.000,00)** y la socia **EMELYN JOSE GADEA ROJAS** ha suscrito y pagado **DOSCIENTAS CINCUENTA (250) ACCIONES**, por la cantidad de **DOSCIENTOS CINCUENTA MIL BOLIVARES CON CERO CENTIMOS (BS. 250.000,00)** Dicho capital ha sido suscrito y pagado en su totalidad, según se evidencia en Inventario de Bienes anexo. **ARTICULO QUINTO:** Cada acción concede a su propietario iguales derechos y obligaciones y da derecho a un voto en las deliberaciones de las Asambleas.---

TITULO III

DE LAS ASAMBLEAS

ARTICULO SEXTO: La máxima autoridad y dirección de la sociedad está en manos de la Asamblea General de Socios, legalmente constituida, en forma ordinaria o extraordinaria. Sus decisiones acordadas respetando los límites y facultades legales y estatutarias, son obligatorias para todos los socios, inclusive para los que no hubieren asistido a ella, quedando a estos los derechos y recursos legales pertinentes. **ARTICULO SEPTIMO:** La Asamblea Ordinaria de la Asamblea Extraordinaria se reunirá cuando los intereses de la Compañía así lo requieran, teniendo que ser convocada por la Junta Directiva a solicitud del comisario de la Sociedad o de un número de socios que represente no menos del veinte por ciento (20%) del capital social. Ambas Asambleas se reunirán, previa convocatoria por la prensa con cinco (5) días de anticipación por lo menos, a la fecha fijada para la reunión, no obstante será válida la Asamblea que se haya reunido sin convocatoria previa, siempre que en ella se encontrare representada la totalidad del capital social. Los socios podrán hacerse representar en la asamblea por Apoderados constituidos por documento autenticado, por telegrama o cablegrama. **ARTICULO OCTAVO:** La Asamblea de Socios, Ordinaria o Extraordinaria, se consideraran válidamente constituidas para deliberar, cuando estén representadas en ella, por lo menos el cincuenta y uno por ciento (51%) de las acciones que componen el capital social y sus decisiones se consideraran válidamente adoptadas. Cuando a pesar de la convocatoria no concurra a la Asamblea un número de socios que represente por lo menos la proporción antes señalada, se procederá conforme a las Normas del Código de Comercio que rigen esta materia. No obstante, ni aun en Segunda Convocatoria, podrá instalarse válidamente la Asamblea, si en ella no está representada por lo menos el cincuenta y uno por ciento (51 %) del capital social, requiriéndose para la validez de sus decisiones la aprobación de un número de votos que represente el cincuenta y uno por ciento (51 %) del capital social. La representación y la mayoría convenida en este artículo se requerirán para cualquier objeto sometido a la Asamblea de Socios, inclusive los previstos por el Artículo 280 del Código de Comercio. La Asamblea de Socios será presidida por el Presidente y en su ausencia por el Vicepresidente, quien se designe al efecto. **ARTICULO NOVENO:** Son atribuciones de la Asamblea Ordinaria: a) Elegir la Junta Directiva, el Comisario y fijarle sus remuneraciones; b) Discutir y aprobar o modificar el Balance General de la Compañía y el Estado de Ganancias y Pérdidas con base en el informe del Comisario; c) decidir con respecto al reparto de Dividendos y a la Constitución del fondo de reservas especiales; d) Cualesquiera otras atribuciones que la Ley fije. ------------------------------------

TITULO IV

DE LA ADMINISTRACION DE LA COMPAÑÍA.

ARTICULO DECIMO: La Dirección de administración de la compañía corresponde a la Junta o no socios de la sociedad y serán elegidos por la Asamblea de Socios. **ARTICULO DECIMO PRIMERO:** La Junta Directiva durara Cinco (5) años en el ejercicio de sus funciones, sus miembros podrán ser reelegidos. Vencido dicho plazo la Junta Directiva vigente seguirá en el ejercicio de sus funciones, hasta tanto se haga efectiva la sustitución o reelección de sus miembros. Antes de iniciar el ejercicio de sus funciones, el Presidente y el Vicepresidente de la Junta Directiva, deberán depositar cinco (5) acciones en la caja social de la Compañía a los fines previstos en el Artículo 244 del Código de Comercio. **ARTICULO DECIMO SEGUNDO:** El Presidente, y el Vicepresidente tienen **Conjuntamente y Separadamente** las más amplias facultades de administración y disposición y especialmente quedan facultados para lo siguiente :a) Convocar las asambleas, fijar las materias que en ellas deben tratarse, cumplir y hacer cumplir las decisiones; b) Establecer los gastos generales de administración y planificar los negocios de la sociedad; c) Reglamentar la organización y funcionamiento de las oficinas, agencias y sucursales de la compañía y ejercer su control y vigilancia; d) Nombrar y remover el personal requerido para las actividades y negocios de la empresa, fijándole sus remuneraciones y cuidar de que cumplan sus obligaciones; e) Contratar, cuando lo estimen conveniente los servicios de asesores para la realización de una o más negociaciones y operaciones sociales, estableciendo al mismo tiempo las condiciones y demás modalidades bajo las cuales estos deberán desempeñar sus actividades; f) Constituir Apoderado o Apoderados especiales, fijándoles todas las atribuciones que fueren pertinentes en defensa de los intereses de la compañía para el caso o los casos para los cuales fueron designados; g) Elaborar el Balance, el Inventario General y Estado de Ganancias y Pérdidas e Informe detallado que deben presentar anualmente a la Asamblea Ordinaria sobre la administración de la compañía; h) Calcular y determinar el dividendo para distribuir entre los socios, acordar y fijar la oportunidad de su pago y establecer el monto de los aportes que creyeren convenientes para los fondos de reserva o garantía, todo lo cual someterán a la Asamblea ordinaria para su consideración y aprobación; i) Representar a la Compañía en todos los negocios y contratos con terceros en relación con el objeto de la sociedad; j)Arrendar y dar en arrendamiento los bienes de la compañía, aun por plazos mayores de dos (2) años, de igual manera pueden venderlos; k) Abrir, movilizar y cerrar cuentas corrientes o depósitos, girar, hacer efectivo, aceptar y endosar cheques, letras de cambio o pagares a la orden de la compañía y retirar por medio de tales instrumentos o en cualquier otra forma los fondos que la compañía tuviere depositados en bancos, institutos de créditos, casas de comercio, etc., teniendo en cuenta que para el momento de la ausencia de alguno de los miembros podrán hacerlo los otros miembros restantes; l) Solicitar y contratar los créditos gubernamentales y municipales, y en general, efectuar cualesquiera y todos los actos usuales y normales de gestión, administración y disposición de la compañía, con excepción de constituir a la sociedad en fiadora o avalista de obligaciones ajenas a sus propios negocios, facultad esta que se reserva expresamente a la Asamblea de Socios.--

TITULO V

DEL COMISARIO

ARTICULO DECIMO TERCERO: La compañía tendrá un Comisario quien será elegido por la Asamblea Ordinaria de Socios y durara un (1) año en sus funciones, pudiendo ser relegido. **ARTICULO DECIMO CUARTO:** El Comisario tendrá a su cargo la fiscalización total de la contabilidad de la sociedad y ejercerá las atribuciones y funciones que le señale el Código de Comercio. --

TITULO VI

DE LA CONTABILIDAD, BALANCE, Y UTILIDADES

ARTICULO DECIMO QUINTO: La contabilidad de la sociedad se llevara conforme a la Ley. La Junta Directiva y el Comisario cuidaran de que ella se adapte a las normas establecidas en la Legislación Venezolana. **ARTICULO DECIMO SEXTO:** El ejercicio económico de la compañía se inicia el primero de Enero de cada año y termina el 31 de Diciembre del mismo. El primer ejercicio comienza el día de la inscripción del documento constitutivo y termina el 31 de Diciembre. **ARTÍCULO DECIMO SEPTIMO:** El 31 de Diciembre de cada año se liquidaran y cortaran las cuentas y se procederá a la elaboración del Balance correspondiente, pasándose dicho recaudo al comisario con un (1) mes de anticipación a la Reunión de la Asamblea General de Socios. Verificado como haya sido el Balance y Estado de Pérdidas y Ganancias, las utilidades liquidas obtenidas se repartirán así: a) Un cinco por ciento (5%) para la formación de un fondo de reserva hasta alcanzar un monto equivalente al diez por ciento (10%) del capital social; b) El remanente quedara a disposición de la Asamblea de Socios para ser distribuido en forma que esta resuelva, después de oída la junta Directiva sobe el dividendo que deba repartirse a los socios. Los dividendos que no fueren cobrados en la fecha de su exigibilidad no devengaran interés alguno.--

TITULO VII

ARTICULO DECIMO OCTAVO: En todo lo no previsto en este documento se aplicaran las disposiciones establecidas en el código de comercio y demás leyes pertinentes. En este mismo acto la Asamblea Constitutiva designo por el periodo de Cinco (5) años, la Junta Directiva de la Sociedad, la cual quedo Integrada así: **JOSE LEONARDO GADEA ROJAS, PRESIDENTE; CARMIN JOSE DEL VALLE GADEA ROJAS: VICEPRESIDENTE** anteriormente identificados. Para el cargo de **Comisario** fue elegida la ciudadana **LAURELIA DEL CARMEN SALDIVIA RAMIREZ.**, venezolana, mayor de edad, titular de la cedula de identidad N° 14.011.931 Contador Público, colegiado bajo el C.P.C 90.428. Se autoriza suficientemente al ciudadano **JOSE LEONARDO GADEA ROJAS**, venezolano, mayor de edad, titular de la cedula de identidad N° **V-18.592.402**, de este domicilio, para que cumpla con la inscripción, publicación y todas las formalidades exigidas por la Ley.-----------------------------

JOSE LEONARDO GADEA ROJAS
V- 18.592.402

CARMIN JOSE DEL VALLE GADEA ROJAS
V-18.592.403

EMELYN JOSE GADEA ROJAS
V- 17.779.655

Nosotros: **JOSE LEONARDO GADEA ROJAS, CARMIN JOSE DEL VALLE GADEA ROJAS y EMELYN JOSE GADEA ROJAS** todos de Nacionalidad Venezolana, mayores de edad, de este domicilio, titulares de las cedulas de identidad Nros. V- **18.592.402, V-18.592.403 y V- 17.779.655**, Comerciantes, hábiles y domiciliados en la ciudad de Maturín Estado Monagas, **DECLARAMOS BAJO FE DE JURAMENTO**, que los capitales bienes, haberes, valores o títulos del acto o negocio jurídico a objeto de constituir la empresa **"NATURAL-WAX, C.A."** Son provenientes de Ingresos Lícitos. Por lo tanto, proceden de actividades de legítimo carácter mercantil, lo cual puede ser corroborado por los organismos competentes y no tienen relación alguna con dinero, capitales, bienes, haberes, valores o títulos que consideren producto de las actividades o acciones ilícitas contempladas en la Ley Orgánica Contra la Delincuencia Organizada y la Ley Orgánica de Drogas. En Maturín a la fecha de su presentación.----------------

JOSE LEONARDO GADEA ROJAS
V- 18.592.402

CARMIN JOSE DEL VALLE GADEA ROJAS
V-18.592.403

EMELYN JOSE GADEA ROJAS

MUNICIPIO MATURIN, 28 DE JUNIO DEL AÑO DOS MIL DIEZ (FDOS.) **JOSE LEONARDO GADEA ROJAS, Abogado LEOBRANYS LEDEZMA** SE EXPIDE LA PRESENTE COPIA CERTIFICADA DE PUBLICACIÓN SEGÚN PLANILLA NO : **391.2016.2.6229**

Abogado LEOBRANYS LEDEZMA
Registrador Mercantil Auxiliar (E)

Leobranys Ledezma
15.902.663
Registradora Mercantil Auxiliar E

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REPÚBLICA BOLIVARIANA
DE VENEZUELA
ESTADO MONAGAS

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