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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Global Mining, UY SRL
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:

Claudia Escobar
Name of Person

CBS Financial CPA PA
Firm/Company

6075 W Commercial Blvd
Address

Tamarac, FL 33319
City/State and Zip Code

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

For further information concerning this matter, please call:

Claudia Escobar Reyes at (954) 724-4141
Name of Contact Person / Area Code / Daytime Telephone Number

Mailing Address:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Enclosed is a check for the following amount:
Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☐ $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

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. Global Mining, UY SRL, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "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. Uruguay
(Jurisdiction under the law of which foreign limited liability company is organized)

3.
(FEI number, if applicable)

4. 05/20/2020
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 6075 W Commercial Blvd
(Street Address of Principal Office)
Tamarac, FL 33319

6. 6075 W Commercial Blvd
(Mailing Address)
Tamarac, FL 33319

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

Name: CBS Financial CPA PA

Office Address: 6075 W Commercial Blvd

Tamarac, Florida 33319
(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 comply with 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. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

Title or Capacity:	Name and Address:	Title or Capacity:	Name and Address:
☑Manager	Name: Novairis, LLC	☐Manager	Name: ______
☐Member	Address: 3524 Silverside Rd Ste 35B	☐Member	Address: ______
☐Authorized	Wilmington, DE 19810	☐Authorized	______
Person	______	Person	______
☐Other______	☐Other______	☐Other______	☐Other______
☐Manager	Name: ______	☐Manager	Name: ______
☐Member	Address: ______	☐Member	Address: ______
☐Authorized	______	☐Authorized	______
Person	______	Person	______
☐Other______	☐Other______	☐Other______	☐Other______
☐Manager	Name: ______	☐Manager	Name: ______
☐Member	Address: ______	☐Member	Address: ______
☐Authorized	______	☐Authorized	______
Person	______	Person	______
☐Other______	☐Other______	☐Other______	☐Other______

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

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)

10. 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.

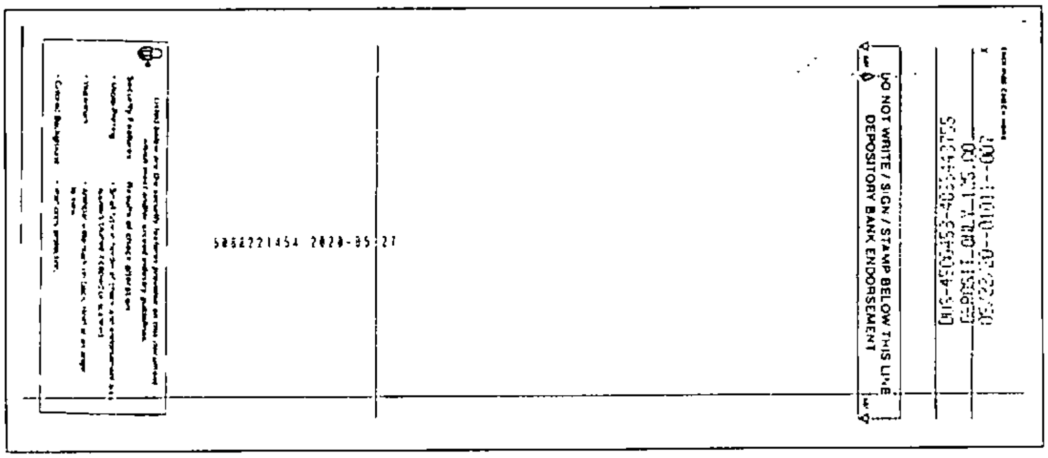
____
Signature of an authorized person

Juan Carlos Novakosky
____
Typed or printed name of signee

CHASE for BUSINESS

Printed from Chase for Business

$125.00	May 27, 2020	2279
Total	Post date	Check #



CONSTITUCIÓN DE SOCIEDAD DE RESPONSABILIDAD LIMITADA. En la ciudad de Montevideo, el día diez de marzo de dos mil veinte, comparecen: **I) Juan Carlos NOVAKOSKY**, argentino, mayor de edad, titular del Pasaporte emitido por la República Argentina número AAF196673, divorciado de sus primeras nupcias de Ines Amanda Labuntes, con domicilio en la calle Juramento número 3986, de la ciudad de Buenos Aires, Argentina, y a estos efectos en la calle Viña del Mar número 6765 de esta ciudad, y **II) Irina NOVAKOSKY,** americana, mayor de edad, titular del Pasaporte estadounidense número 561174382, soltera, domiciliada en la calle Juramento número 3986, de la ciudad de Buenos Aires, Argentina, y a estos efectos en la calle Viña del Mar número 6765 de esta ciudad; MANIFIESTAN QUE: **PRIMERO. Constitución y Denominación. Juan Carlos NOVAKOSKY y Irina NOVAKOSKY** constituyen una Sociedad de Responsabilidad Limitada la cual denominan **GLOBAL MINING UY S.R.L.** la cual tendrá domicilio en el departamento de Montevideo, sin perjuicio de que podrá abrir sucursales en el interior de la República Oriental del Uruguay y en el extranjero. **SEGUNDO**. **Objeto**. El objeto de la sociedad será la comercialización, compraventa y distribución de mercadería. En cumplimiento del objeto, la sociedad podrá realizar toda clase de actos comerciales y/o civiles, pudiendo incluso actuar por su cuenta o como representante de otras firmas del ramo, comprar, vender y gravar con derechos reales toda clase de bienes muebles o inmuebles, presentarse ante las Instituciones del Estado o Empresas Privadas, realizar licitaciones, arrendar locales, contratar y/o ser contratados para arrendamiento de obras y servicios referidos al giro social y en fin realizar todos los actos conducentes a los fines expresados, en todo el territorio nacional y/o extranjero. **TERCERO**. **Capital**. El capital social queda fijado en la suma de veinte mil pesos uruguayos ($ 20.000), suma que es aportada en este acto por los socios, la cual se dividirá en veinte cuotas de mil pesos uruguayos ($1.000) cada una, en las siguientes proporciones: **Juan Carlos NOVAKOSKY** dieciocho (18) cuotas de mil pesos uruguayos cada una ($1.000), esto es la suma total de dieciocho mil pesos uruguayos ($ 18.000), e **Irina NOVAKOSKY**, dos (2) cuotas de mil pesos uruguayos ($1.000) cada una, esto es la suma total de dos mil pesos uruguayos ($ 2.000). **CUARTO**. **Aportes**. Dicho capital es aportado por los socios en este acto, entregando dichas sumas a los Administradores, otorgando la Sociedad, total y eficaz carta de pago por las sumas integradas. El capital podrá ser aumentado por unanimidad de votos, teniendo derecho en este caso cada uno de los socios a aportar una cuota proporcional a sus respectivos capitales. **QUINTO**. **Ganancias**. Las ganancias serán distribuidas y las pérdidas serán soportadas en proporción a lo aportado por cada socio. **SEXTO**. **Plazo.** La sociedad se contrae por un plazo de 30 años contados a partir de hoy, el que se prorrogará automáticamente por períodos consecutivos de dos años cada uno a partir del vencimiento del plazo original y de cada una de sus prórrogas. Sin perjuicio del ejercicio del derecho de cada socio a la rescisión parcial del contrato social, haciendo uso de este derecho de la siguiente forma: el socio que desee retirarse de la sociedad, mediante el derecho de rescisión, tendrá la oportunidad de hacerlo cada dos años a partir de la constitución de la misma, dando siempre un previo aviso mediante telegrama colacionado dirigido a la administración de la sociedad y a su sede con sesenta días mínimo de antelación. La sociedad continuará en su ejercicio con los restantes socios. **SÉPTIMO**: **Administración y Representación**. La administración y representación de la sociedad será ejercida por ambos socios actuando indistintamente. **OCTAVO**: **Muerte o incapacidad**. En caso de muerte o incapacidad de cualquiera de los socios, la sociedad continuará con sus sucesores y cónyuge supérstite en su caso o el representante legal del incapaz. **NOVENO**: **Cesión de cuotas**. La cesión de cuotas entre los socios será libre, salvo lo dispuesto por el artículo 231 de la ley 16.060, y en cuanto a terceros se regirá por las disposiciones del artículo 232 de la misma. **DÉCIMO**: **Asambleas**. Las Asambleas serán Ordinarias y Extraordinarias. Las primeras se celebrarán anualmente dentro de los 120 días del cierre del ejercicio económico. Le corresponderá la consideración y resolución sobre: balance general, proyecto de distribución de utilidades, toda otra medida relativa a la gestión de la sociedad, la que se sometan a su decisión por la administración y cualquier punto que se incluya en la convocatoria, o será propuesta por dos socios por lo menos. Las segundas se celebrarán cuando así lo solicite la administración o a pedido de dos socios por lo menos, con una anticipación de diez días. Le corresponderá la consideración y resolución de cualquier asunto que se proponga incluso los que sean de competencia de la reunión ordinaria. **DÉCIMO PRIMERO**. **Balance**. El ejercicio social se cerrará el 31 de diciembre y así sucesivamente, cada año. Al mismo se practicará por los socios, un inventario y balance general de los negocios sociales en el período, el que estará pronto a los tres meses de cerrado el ejercicio social. **DÉCIMO SEGUNDO**. **Arbitraje**. Si se produjeran diferencias entre los socios que hicieran necesaria la intervención de Árbitros, cada socio nombrará uno y estos a un tercero. **DÉCIMO TERCERO**: La presente constitución se otorga al amparo de la reserva de nombre inscripta en el Registro de Personas Jurídicas Sección Registro Nacional de Comercio con el número 2233 el 17 de febrero de 2020. **DÉCIMO CUARTO**: Las partes convienen la inscripción de este contrato en el Registro de Personas Jurídicas, Sección Registro Nacional de Comercio y solicitan a la Escribana Paulina Turcatti Praderi la certificación notarial de sus firmas.

PAULINA TURCATTI PRADERI, ESCRIBANA PÚBLICA, CERTIFICO QUE:

Las firmas que lucen en el contrato de Constitución de Sociedad de Responsabilidad Limitada que antecede son auténticas y fueron puestas en mi presencia por personas hábiles, que no son de mi conocimiento, cuya identidad me acreditan con la exhibición de su documento de identidad: **I)** **Juan Carlos NOVAKOSKY**, argentino, mayor de edad, titular del Pasaporte emitido por la República Argentina número AAF196673, divorciado de sus primeras nupcias de Ines Amanda Labuntes, con domicilio en la calle Juramento número 3986, de la ciudad de Buenos Aires, Argentina, y a estos efectos en la calle Viña del Mar número 6765 de esta ciudad, y **II)** **Irina NOVAKOSKY**, americana, mayor de edad, titular del Pasaporte estadounidense número 561174382, soltera, domiciliada en la calle Juramento número 3986, de la ciudad de Buenos Aires, Argentina, y a estos efectos en la calle Viña del Mar número 6765 de esta ciudad, quienes previa lectura que del mismo les realicé así lo otorgaron y firmaron de conformidad en mi presencia. **EN FE DE ELLO**, a solicitud de **GLOBAL MINING UY S.R.L.** y para su presentación en en el Registro de Personas Jurídicas Sección Registro Nacional de Comercio, expido el presente que sello, signo y firmo en la ciudad de Montevideo, el diez de marzo de dos mil veinte.

Paulina Turcatti Praderi

PAULINA TURCATTI PRADERI
ESCRIBANA PUBLICA

PAPEL NOTARIAL DE ACTUACIÓN

FX Nº 699034

ESC. PAULINA TURCATTI PRADERI - 14818/7

NÚMERO 8. PROTOCOLIZACIÓN PRECEPTIVA DE CONSTITUCIÓN DE SOCIEDAD DE RESPONSABILIDAD LIMITADA. En la ciudad de Montevideo, el diez de marzo de dos mil veinte, cumpliendo con lo dispuesto en el artículo 277 de la Ley 16.320, el Decreto 64/93 y el artículo 89 inciso 2 de la ley 16.871, procedo a incorporar a mi Registro de Protocolizaciones, la Constitución de GLOBAL MINING UY S.R.L, otorgada y suscrita el día de hoy en esta ciudad por los señores Juan Carlos Novakosky e Irina Novakosky, el certificado notarial de la suscrita escribana, y la presente, lo que verifico con el número ocho del folio treinta y cinco al folio treinta y ocho. **REFERENCIA:** Sigue inmediatamente a la número siete de protocolización preceptiva de carta poder, efectuada el nueve de marzo del folio veinticinco al folio veintinueve.

Paulina Turcatti Praderi

mec

[illegible] PERSONAS JURIDICAS

RCO 3380

Nro de talon: 66858531

MONTEVIDEO

16/03/2020

Pago con Tasa Digital

Documento Comun

TURCATTI PRADERI
PAULINA
Fecha: 10/03/2020

Soc Respons Limitada,CONSTITUCION [illegible]
GLOBAL MINING UY SRL

Sujeto a reliquidación

Informacion del talon del documento
RCO - X - 2020 - 3380 - 0

Nro Talon 66858531 Monto: $ 2630,00
Fecha Emis 16/03/2020 Fecha Venc 23/03/2020

DGR000066858531000026300020200323

PAPEL NOTARIAL DE ACTUACIÓN

Fx Nº 699064

ESC. PAULINA TURCATTI PRADERI - 14818/7

CONCUERDA BIEN Y FIELMENTE, la reproducción fotostática que antecede con los originales de su mismo tenor con los cuales he cotejado. **EN FE DE ELLO** a solicitud de GLOBAL MINING UY SRL que requirió intervención, y para ser presentado ante quien por derecho corresponda, expido el presente que sello, signo y firmo en la ciudad de Montevideo el veinticuatro de marzo de dos mil veinte en cuatro hojas de papel notarial de actuación de la serie Fx números 699032 al 699034 y 699064.

ARANCEL OFICIAL	
Artículo:	3
Honorario:	$ 337
Mont. Not.:	$ 155
Fdo. Gremial:	$

Paulina Turcatti Praderi

PAULINA TURCATTI PRADERI
ESCRIBANA PUBLICA

068669

068668

/Document issued in sealed notarial paper sheets, by Notary Paulina Turcatti Praderi - 1481871/

INCORPORATION OF LIMITED LIABILITY COMPANY. In the city of Montevideo, this 10th day of March of the year two thousand and twenty, the following individuals appear: **I) Juan Carlos NOVAKOSKY**, Argentinean, of legal age, holder of Passport issued by the Republic of Argentina, number AAF196673, divorced of his first wedlock with Inés Amanda Labuntes, domiciled at Juramento 3986, Buenos Aires city, Argentina, and to theses purposes at Viña del Mar 6765, in this city, and **II) Irina NOVAKOSKY**, American, of legal age, holder of USA Passport number 561174382, single, domiciled at Juramento 3986, Buenos Aires City, Argentina, and to these purposes at Viña del Mar 6765, in this city; STATING THE FOLLOWING: **FIRST. Incorporation and Name**. **Juan Carlos NOVAKOSKY and Irina NOVAKOSKY** incorporate a Limited Liability Company, which they name **GLOBAL MINING UY S.R.L.**, which shall be domiciled in the department of Montevideo, without prejudice to the fact that it will be able to open branches in the interior of the Republic of Uruguay and abroad. SECOND. Purpose. The company's purpose will be the commercialization, sale and purchase and distribution of merchandise. In order to fulfil the purpose, the company shall be able to perform all kinds of commercial and/or civil acts, even being able to act on its own behalf or as representative of other companies of the sector, purchase, sell and encumber all kinds of real or personal property with rights in rem, appear before State Institutions or Private Companies, perform tenders, lease premises, hire and/or be hired for the hiring of work and services referred to the corporate line of business and perform all acts which might be necessary for the purposes expressed, within national and/or foreign territory. **THIRD**. **Capital**. The corporate capital is fixed in the amount of twenty thousand Uruguayan Pesos ($ 20,000), amount which is contributed in this act by the partners, which will be divided in twenty quotas of one thousand Uruguayan Pesos ($ 1,000) each, in the following proportions: **Juan Carlos NOVAKOSKY** eighteen (18) quotas of one thousand Uruguayan Pesos each ($ 1,000), that is, the total amount of eighteen thousand Uruguayan Pesos ($ 18,000) and **Irina NOVAKOSKY**, two (2) quotas of one thousand Uruguayan Pesos ($ 1.000) each, that is, the total amount of two thousand Uruguayan Pesos ($ 2.000). **FOURTH. Contributions**. Said capital is contributed by the partners in this act, delivering said amounts to the Administrators, granting the Company a total and effective receipt for the amounts paid in. The capital can be increased by unanimous votes, each partner having the right, in this case, to contribute a quota proportional to their corresponding capital. **FIFTH. Profit**. Profit can be distributed and losses shall be borne proportionally, according to the amount contributed by each partner. **SIXTH. Term.** The company is incorporated for a term of 30 years as of today, which will be extended, automatically, for consecutive terms of two years each, since the expiry of the original term and of each of its extensions. Without prejudice to the exercise of the right of each partner to the rescission of the partnership agreement, making use of this right, in the following manner: the partner who wishes to withdraw from the company, through the right of rescission, shall have the chance to make it every two years as of its incorporation, always giving prior notice, through certified telegram addressed to the company administration and to its headquarters, with at least sixty days of advance. The company will continue working with the remaining partners. **SEVENTH. Administration and Representation.** The company administration and representation shall be exercised by both partners, acting indistinctly. **EIGHTH. Death or incapacity**. In case of death or incapacity of any of the partners, the company will continue with its successors and surviving spouse or the legal representative of the incompetent. **NINETH. Quota assignment**. Quota assignment between partners shall be unrestricted, except for what is stated by Section 231 of Law 16,060, and regarding third parties, it shall be governed by provisions of Section 232 of said law. **TENTH. Meetings**. Meetings shall be Ordinary and Extraordinary. The first ones shall held annually, within 120 days after the closing of the fiscal year. They shall consider and decide on: balance sheet, profit distribution project, any other measure related to the corporation management, submitted to its decision by the administration and any item included in the notice of meeting, or shall be proposed by two partners, at least. The second ones shall be held upon request of the administration or upon request of two partners, at least, with ten days of advance. They shall consider and decide upon any issue proposed, even those which are competence of ordinary meetings. **ELEVENTH**. **Balance Sheet.** The fiscal year shall close on December 31st, every year. An inventory and a balance sheet of the company business for the period shall be prepared by the partners, which will be ready three months after the fiscal year is closed. **TWELFTH**. **Arbitration**. If differences occur between partners, which make the intervention of Arbitrators necessary, each partner shall appoint one and these a third one. **THIRTEENTH**: This incorporation is granted under name reserve, registered in the Register of Legal Entities, National Register of Commerce Section, under number 2233, on February 17th 2020. **FOURTEENTH**. The parties agree the registration of this agreement in the Register of Legal Entities, National Register of Commerce Section, and request the notarial certification of their signatures to Notary Paulina Turcatti Praderi. --

/Signed illegible/

/Signed illegible/

I, PAULINA TURCATTI PRADERI, NOTARY, HEREBY CERTIFY THAT:

The signatures in the foregoing agreement of Incorporation of Limited Liability Company are authentic and were fixed before me, by competent individuals, who I do not know, and whose identities are confirmed by the exhibition of their identity documents: **I) Juan Carlos NOVAKOSKY**. Argentinean, of legal age, holder of Passport issued by the Republic of Argentina, number AAF196673, divorced from his first wedlock with Inés Amanda Labuntes, domiciled at Juramento 3986, Buenos Aires city, Argentina, and to these purposes, at Viña del Mar 6765, in this city, and **II) Irina NOVAKOSKY**, American, of legal age, holder of American Passport number 561174382, single, domiciled at Juramento 3986, Buenos Aires city, Argentina, and to these purposes, at Viña del Mar 6765, in this city, who, having listened to my reading of it, thus granted it and signed it, before me. **IN FAITH WHEREOF**, upon request of **GLOBAL MINING UY S.R.L.**, and to be submitted to the Register of Legal Entities, National Register of Commerce Section, I issue these presents, which I seal, mark and sign, in Montevideo, this tenth day of March of the year two thousand and twenty.

/Illegible flourish/

/Signed illegible/

/Stamp:/ Paulina Turcatti Praderi - Notary

No. 8. MANDATORY NOTARIAL RECORD OF INCORPORATION OF LIMITED LIABILITY COMPANY. In Montevideo, this tenth day of March of the year two thousand and twenty, in compliance with Section 277 of Law 16,320, Decree 64/93 and Section 89, Subsection 2, of Law 16,871, I include to this, my Notarial Record, the Incorporation of GLOBAL MINING UY S.R.L., granted and subscribed today, in this city, by Juan Carlos Novakosky and Irina Novakosky, the notarial certificate of the undersigned Notary, and this document, which I verify with number eight, from folio thirty-five to folio thirty-eight. REFERENCE: This immediately follows number seven, of mandatory notarial record of letter of attorney, performed on March nineth, from folio twenty-five to folio twenty-nine.

/Illegible flourish/

/Signed illegible/

MEC /Spanish acronym for "Ministry of Education and Culture"/

REGISTER OF LEGAL ENTITIES

RCO 3380

Slip No.: 66858531

MONTEVIDEO

16-Mar-2020

Paid with Digital Fee

Regular Document

TURCATTI PRADERI

PAULINA

Date: 10-Mar-2020

Limited Liability Company, INCORPORATION

GLOBAL MINING UY SRL

Subject to reliquidation

Document slip information

RCO - X – 2020 – 3380 – 0

Slip No.: 66858531

Amount $ 2530 00

Issued: 16-Mar-2020

Expires: 23-Mar-2020

DGR000066858531000025300020200323

(Bar code)

<u>IT FAITHFULLY AGREES.</u> The foregoing photostatic reproduction faithfully agrees with the original document, with which I collated. **IN FAITH WHEREOF**, upon request of GLOBAL MINING UY SRL, which required intervention, and to be submitted to whomever it may lawfully concern, I issue these presents, which I seal, mark and sign, in Montevideo, on March twenty-fourth of the year two thousand and twenty, in four notarial paper sheets, series Fx, numbers 699032 to 699034 and 699064.

/Illegible flourish/

/Signed illegible/

/Stamp:/ Paulina Turcatti Praderi – Notary

/Two seals and a stamp, evidencing the payment of fees/

/Illegible flourish/