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K. Brumley

COVER LETTER

**TO: Registration Section
 Division of Corporations**

SUBJECT: Wepard Corporation Limited - Application for Certificate of Authority
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:

Gary E. Davidson

Name of Person

Diaz, Reus & Targ, LLP

Firm/Company

100 S.E. 2nd St., Suite 3400

Address

Miami, Florida 33131

City/State and Zip Code

g.davidson@diazreus.com

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

For further information concerning this matter, please call:

Gary E. Davidson 305 375-9220
Name of Contact Person _____ at (_____) _____ 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 & \$155.00 Filing Fee & \$160.00 Filing Fee, Certificate
of Status Certificate of Status Certified Copy Certified Copy



DIAZ, REUS & TARG, LLP
MIAMI OFFICE
100 S.E. 2nd Street
3400 Miami Tower
Miami, Florida 33131

Tel: (305) 375-9220
Fax: (305) 375-8050
www.diazreus.com

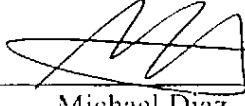
November 21, 2022

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

Re: Wepard Corporation Limited – Application for Certificate of Authority

Dear Sir/Madam:

I hereby authorize James Kady, who is a courier for our firm to process the Application by Foreign Corporation for Authorization to Transact Business in Florida for Wepard Corporation Limited. If you have any questions, please call me at (305) 375-9220.



Michael Diaz, Jr.

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The letter dated November 21, 2022 re: Wepard Corporation Limited – Application for Certificate of Authority was acknowledged before me by means of [x] physical presence or [] online notarization, this 21st day of November, 2021 by Michael Diaz, Jr., who is personally known to me.



Notary Public

My Commission Expires: 3-15-2026



**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. Wepard Corporation Limited LLC

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

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

Malta

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

3. _____
(PEI number, if applicable)

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

5. 55 Mensija Road, St. Julian's STJ 1960, Malta
(Street Address of Principal Office)

6. 55 Mensija Road, St. Julian's STJ 1960, Malta
(Mailing Address)

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

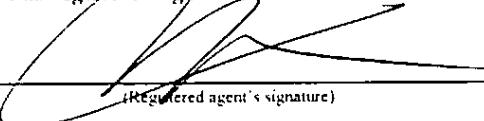
Name: Diaz, Reus & Targ, LLP

Office Address: 100 S.E. 2nd St. Suite 3400

Miami _____, Florida 33130
(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)

APPROVED
AND
FILED

2022 DEC 13 AM 11:41

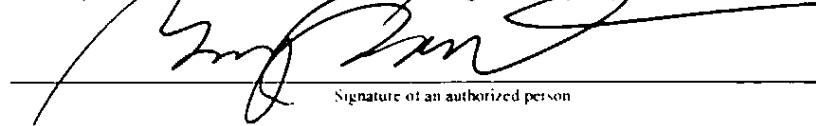
8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

| <u>Title or Capacity:</u> | <u>Name and Address:</u> | <u>Title or Capacity:</u> | <u>Name and Address:</u> |
|--------------------------------------------|-----------------------------------------------------------------------------------|--------------------------------------|--------------------------------------|
| <input type="checkbox"/> Manager | Name: Nicolas Suarez Address: 55 Mensija Road, St. Julian's STJ 1960, Malta | <input type="checkbox"/> Manager | Name: _____ |
| <input checked="" type="checkbox"/> Member | Address: _____ | <input type="checkbox"/> Member | Address: _____ |
| <input type="checkbox"/> Authorized | Person _____ | <input type="checkbox"/> Authorized | Person _____ |
| <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ |
| <input type="checkbox"/> Manager | Name: _____ | <input type="checkbox"/> Manager | Name: _____ |
| <input type="checkbox"/> Member | Address: _____ | <input type="checkbox"/> Member | Address: _____ |
| <input type="checkbox"/> Authorized | Person _____ | <input type="checkbox"/> Authorized | Person _____ |
| <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ |
| <input type="checkbox"/> Manager | Name: _____ | <input type="checkbox"/> Manager | Name: _____ |
| <input type="checkbox"/> Member | Address: _____ | <input type="checkbox"/> Member | Address: _____ |
| <input type="checkbox"/> Authorized | Person _____ | <input type="checkbox"/> Authorized | Person _____ |
| <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ | <input type="checkbox"/> 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

Gary E. Davidson

Typed or printed name of signee

COMPANIES ACT, 1995

MALTA

CERTIFICATE OF REGISTRATION LIMITED LIABILITY COMPANY

(PURSUANT TO SECTION 77)

SIESTA GROUP INTERNATIONAL LIMITED

Name of Company

55, Mensija Road, St. Julian's STJ 1960, Malta

Registered Office

C 79555

Registration Number

This is to certify that the above-mentioned Company
has been registered by the Registrar of Companies as a
Limited Liability Company on the

15th February 2017

Date of Registration

Certified True Copy


MARLYSE GALEA


Jean Karl Portelli

f/Registrar of Companies

Dated this 9th November 2022

f/Registrar of Companies

15th February 17
Dated this day of 20.....

COMPANIES ACT, 1995

MALTA

ALTERED CERTIFICATE OF REGISTRATION LIMITED LIABILITY COMPANY (PURSUANT TO SECTION 80)

SIESTA GROUP INTERNATIONAL LIMITED

Previous Name of Company

C 79555

Registration Number

This is to certify that the above-mentioned Company
has changed its name to

WEPARD CORPORATION LIMITED

New Name of Company

23rd August 2017

Effective Date of Alteration

Certified True Copy


MARYSE GALEA

f/Registrar of Companies
Dated this 9th November 2022


Joseph Farrugia

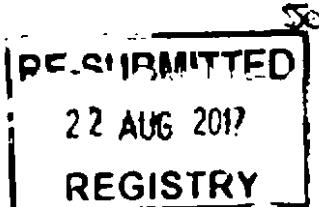
/ Registrar of Companies

23rd

August

17

Dated this day of 20.....



C79555/3

IAS

23 AUG 2017

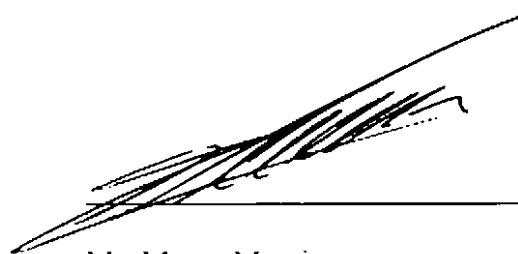
Company No.: C 79555

Siesta Group International Limited

Extract of Extraordinary resolution taken by
all the members of the company
on the 23rd May 2017

It was Resolved:

1. For the company to change its name to Wepard Corporation Limited
2. The Memorandum and Articles of Association of the company are to be replaced in their entirety



Mr. Marco Mercieca
Director

Certified true extract of shareholders meeting held on 23rd May 2017

This document is downloaded from the Malta Business Registry website
consisting of '9' pages

21/11/22.

Luke Caruana
Notary Public, Malta
Commissioner for Oaths
152/1, Naxxar Road
San Gwann SGN 9030
Tel: 21375008 Mob: 79266776



COMPANIES ACT, 1995

LIMITED LIABILITY COMPANY

MEMORANDUM OF ASSOCIATION
of

WEPARD CORPORATION LIMITED

1. Name

The name of the company is **WEPARD CORPORATION LIMITED**. The company is a private exempt limited liability company in terms of section 211 of the Companies Act 1995 and consequently:

- a) the number of persons holding debentures of the company is not more than fifty; and
- b) that no body corporate is a director of the company, and neither the company nor any of the directors is party to an arrangement whereby the policy of the company is capable of being determined by persons other than the directors, members or debenture holders thereof.

2. Registered Office

The registered office of the company will be situated at 55, Mensija Road, St. Julian's, STJ 1960, Malta, or such other place as the Board of Directors may from time to time determine.

3. Objects

The objects for which the Company is established, are as follows:-

The objects of the company are:

- a) to acquire shares in other companies and to invest in stocks, debentures and other securities, or in other types of financial investments;
- b) To receive dividends, capital gains, royalties and similar income, rents, interest, any other income or gains derived from investments (including income or gains on the disposal of such investments), whether arising in or outside Malta and profits or gains attributable to a permanent establishment (including a branch) whether arising in or outside Malta;
- c) to purchase, take by title of lease, or otherwise acquire any immovable or movable property which the company may deem necessary or convenient for its business;

- d) to carry on the business of importers, exporters, wholesalers and distributors of all kinds of goods and products without limitation;
- e) to carry on the business of commission agents and representatives of other firms and companies;
- f) to develop, manage or operate any shops, offices, stores or other buildings which may further the company's interest;
- g) to borrow without any limit in connection with the company's business, and to secure the repayment of such monies borrowed or any other obligation by granting hypothecary or other forms of security over any movable or immovable property of the company;
- h) to sell, lease, hypothec or otherwise dispose of the whole or any part of the property or assets of the company;
- i) to own, manage and in any way dispose of trade marks, patents and other intellectual property and property rights;
- j) to lend and advance money or give credit to any person or company and to secure, without any limit, any debt or obligation of any third party, including, if deemed appropriate, by granting hypothecary or other forms of security over the company's assets, only where necessary and in relation to the business of the company;
- k) to carry on any other business within the objects of the company and which may seem to the company capable of being conveniently carried on in connection with its business;
- l) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the company.

Nothing in the foregoing shall be construed as empowering or enabling the company to carry out any activity or service which requires a licence or other authorisation under any law in force in Malta without such a licence or other appropriate authorisation from the relevant competent authority and the provisions of Article 77(3) of the Companies Act shall apply.

4. Capital

The authorised share capital of the company is one thousand two hundred Euros (€1,200) divided into one thousand two hundred (1,200) ordinary shares of one Euro (€ 1) each.

The issued share capital of the company is one thousand two hundred Euros (€1,200) divided into one thousand two hundred (1,200) ordinary shares of one Euro (€ 1) each, fully paid up.

5. Directors

The administration of the company shall be vested in a board of directors consisting of one to three directors.

The director of the company shall be:-

| Full Name | Address |
|------------------------------------------------|-----------------------------------|
| Marco Mercieca Maltese ID Card No. 393883 M | 419, Main Street, Mosta, Malta |

6. Secretary

The company shall have a secretary, the secretary being Mr. Marco Mercieca, holder of Maltese ID Card No. 393883 M, of 419, Main Street, Mosta, Malta

7. Legal and Judicial Representation of the Company

Any one director shall have the legal and judicial representation of the company; provided that without prejudice to the aforesaid the board may from time to time additionally appoint a person or persons to appear for and on behalf of the company in particular transactions or circumstances.

8. Subscribers

| Name and Address | Nº of Shares |
|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| Tri-Mer Services Ltd. (C 36968) 38, Suite 2, International House, Naxxar Road, San Gwann, SGN 9032, Malta | 1,199 ordinary shares of € 1 each |
| Tri-Mer Services Ltd. (C 36968) 38, Suite 2, International House, Naxxar Road, San Gwann, SGN 9032, Malta | 1 ordinary share of € 1 each |

Mr. Marco Mercieca (I.D. N° 393883 M)
obo Tri-Mer Services Limited

COMPANIES ACT, 1995

LIMITED LIABILITY COMPANY

ARTICLES OF ASSOCIATION
of

WEPARD CORPORATION LIMITED

PRELIMINARY

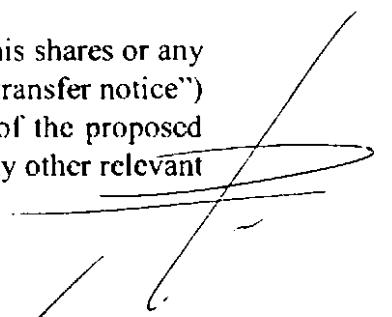
1. The regulations contained in Part I of the First Schedule of The Companies Act (Act XXV) of 1995 (hereinafter referred to as the First Schedule) shall apply to the company save so far as they are excluded or varied hereby.
2. The company is established as a private exempt limited liability company and regulations 2 and 4 (but not regulation 1 and 3) of Part II of the First Schedule shall also apply to the company.

SHARE CAPITAL AND SHARES

3. Any issue of shares in the company shall be allotted by an extraordinary resolution passed by the members of the company. The shares being issued shall first be offered to the existing shareholders in proportion to their respective holdings.
4. Nothing shall prevent the company from acquiring its own shares; provided that no shares so acquired by the company shall carry any voting rights.
5. Unless otherwise provided in the terms of issue, such shares in the company shall give the right to one vote at the general meetings of the company.
6. Regulation 1 of Part I of the First Schedule shall be read as if the word "extraordinary" were substituted for the word "ordinary".

TRANSFER AND TRANSMISSION OF SHARES

7. If any member (the "transferring member") wishes to transfer his shares or any of them, he shall inform the directors by a notice in writing ("transfer notice") specifying the number of shares to be transferred, the name of the proposed transferee, if any, and the price requested for each share and any other relevant conditions.



8. The receipt by the directors of a transfer notice shall constitute an authority to them to offer for sale the shares specified therein at the price and the conditions established by the transferring member.

The directors shall cause a written notice to be sent to every other member of the company stating the number of the shares being offered for sale together with the requested price and other conditions, and inviting them to state, in writing within fourteen days, what number of shares, if any, they are willing to purchase at the requested price and conditions.

9.
 - a) On the expiration of the said fourteen days, the board of directors shall allocate the said shares to members willing to purchase. If the requests for shares exceed the number of shares for sale, the directors shall allocate the shares in proportion to the purchasing members' existing shareholdings. The transferring member shall complete and execute the transfers of the said shares in accordance with the allocation by the directors and shall surrender to the company his share certificates.
 - b) In the event that the requests for the shares do not total the whole amount of shares being offered for sale, the transferring member may choose either to proceed to sell the amount of shares so requested, or to withdraw the offer completely.

If the board of directors is unable, within one month of receipt of the transfer notice referred to in article 7, to find a purchaser or purchasers for all or any of the shares amongst the existing members of the company, the transferring member may transfer the shares in question to third parties at the price and the conditions set out in the transfer notice.

10. Notwithstanding the above, no restriction on the transfer of shares shall apply:-
 - i. where such transfer takes place whether inter vivos or causa mortis to an ascendant or descendant of a transferring member or to the spouse of a member.
 - ii. where all shareholders unanimously approve, in writing, the proposed transfer.
11. Regulations 13 to 15 and 17 to 21 of Part I of the First Schedule shall not apply to the company.

GENERAL MEETINGS

12. Every registered member and the auditor of the company shall be entitled to receive notice of a General Meeting and to attend at such a meeting of the company.

13. No business shall be transacted at any general meeting of the company unless a quorum is present at the time when the meeting proceeds to business. For all purposes the quorum shall consist of one or more members present in person or by proxy, holding between them in aggregate not less than fifty-one per cent (51%) of the shares enjoying voting rights. Regulation 36 of Part I of the First Schedule shall not apply to the company.
14. Regulation 37 of Part I of the First Schedule shall be read and construed as if the words "meeting shall be dissolved" are substituted for the words "members present shall be a quorum".
15. Votes at general meetings shall be taken by means of a poll on the basis of one vote for every share held. Regulation 41 of Part I of the First Schedule shall not apply. Votes may be given either personally or by proxy.
16. Whosoever enjoys the usufruct of any share shall be entitled to receive notice of any shareholders' meetings, to attend and vote at such meetings and to be otherwise considered as being the registered member in respect of any such share or shares.
17. Subject to any rights or restrictions for the time being attached to any class or classes of shares, whether on a show of hands or on a poll, votes may be given either personally or by proxy and every member shall have one vote for each share of which he is the holder. Regulation 45 of the First Schedule shall not apply to the company.
18. Regulation 48 of Part I of the First Schedule shall be read and construed as if the words "not less than twenty-four hours", wherever they occur, were omitted.
19. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or incapacity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given provided that no intimation in writing of such death, incapacity, revocation or transfer shall have been received by the company at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
20. An ordinary resolution of the company in general meeting shall be deemed to have been validly and effectively adopted if consented to by a member or members holding in the aggregate not less than fifty-one per cent (51%) of the shares enjoying voting rights.
21. An extraordinary resolution of the company in general meeting shall be deemed to have been validly and effectively adopted if consented to by a member or members holding in the aggregate not less than fifty-one per cent (51%) of the shares enjoying voting rights.

22. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or by their duly appointed proxies) shall be valid and effective for all purposes as if the same had been passed at a General Meeting duly convened and held.

DIRECTORS

23. A director shall hold office until such time as he dies or resigns.
24. Notwithstanding anything contained in Article 23 hereof, a director may be removed by the company in general meeting in accordance with the provisions of section 140 of The Companies Act 1995.
25. The directors shall have the power to transact all business of whatever nature not expressly reserved by the Memorandum and Articles of Association of the company or by any provisions in any law for the time being in force to be exercised by the company in General Meeting.
26. A resolution in writing signed by all the directors of the company shall be valid and effective for all purposes as if it had been passed at a board meeting duly convened and held.
27. A director shall not be disqualified by his position as director from entering into any contract or arrangement with the company. A director may hold any other places of profit under the company.
28. Every director, managing director, agent, auditor, secretary and other officer of the company shall be entitled to be indemnified out of the assets of the company against all losses, to the extent allowed by section 148 of the Companies Act, which he may incur in the execution of his duties of office or otherwise in relation thereto.
29. Regulations 50, 51, 54 and 57 to 63 (both inclusive) of Part I of the First Schedule shall not apply and any reference to retirement by rotation shall be disregarded.

COMPANY SECRETARY

30. The company secretary shall hold office until such time as he resigns or is removed from office by the directors.

BORROWING POWERS

31. The borrowing powers of the company shall be unlimited.

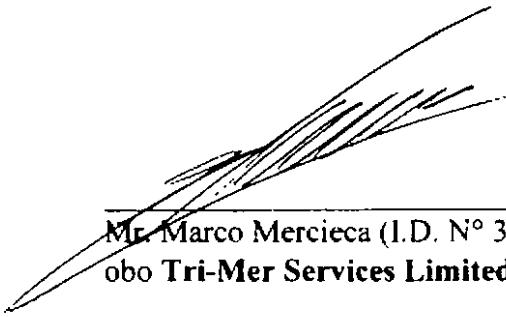
NOTICE

32. i) Any notice shall be served by ordinary post and shall be deemed to have been served seven days immediately following that on which it was posted. Regulations 81 and 82 of Part I of the first Schedule shall not apply to the company.

ii) a) Fourteen (14) days notice shall be given to the shareholders in respect of every shareholders' general meeting.

b) Seven (7) days notice shall be given to directors in respect of any board meeting

c) The above notice period may be waived or reduced by the unanimous consent of the members.



Mr. Marco Mercieca (I.D. № 393883 M)
obo Tri-Mer Services Limited

