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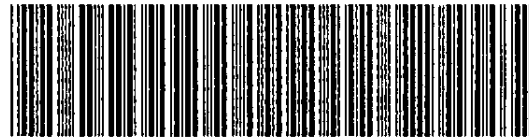
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## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Alina AgroScience, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Alberto Amorós

Name (Printed or typed)

7300 N. Kendall Dr., Suite 521

Address

Miami, Florida 33156-7840

City, State & Zip

305-670-3716

Daytime Telephone number

jarac@bellsouth.net

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

**NOTE: Please provide the original and one copy of the articles.**

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TALLAHASSEE, FL

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# ARTICLES OF INCORPORATION

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**Alina AgroScience, Inc.**

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The undersigned incorporator, a natural person 18 years of age or older, in order to form a Not-for-Profit corporate entity in compliance with the Florida Statutes, Chapter 617, adopts the following articles of incorporation, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

## ARTICLE I

### NAME

The name of the corporation is: Alina AgroScience, Inc.

## ARTICLE II

### PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be at 7300 North Kendall Drive, Suite 521, Miami, Florida 33156-7840.

## ARTICLE III

### PURPOSES

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code; mainly to promote the common interests of its associates and to improve the business conditions of them, and not to engage in any regular business of a kind ordinarily carried on for profit. The specific purposes for which this non-profit corporation is organized include, but are not limited to the service, promotion and development of the agricultural and non-agricultural crop protection and nutrition products and formed to provide a forum for the creation of open standards and specifications for existing or new agricultural and non-agricultural crop protection and nutrition products and to

accelerate the demand for products based on these standards through the sponsorship of market and user education programs.

In addition to those purposes the Corporation is organized to:

(1) Define, establish and support food production and non-crop market specifications and standards which are compatible with other uses of the agricultural and non-agricultural crop protection and nutrition, and foster the rapid adoption of these specifications and standards by producers or manufacturers of related products.

(2) Provide a forum and environment whereby the Corporation's Members and Associates may meet to approve suggested revisions and enhancements that evolve the initial specification; to make appropriate submissions to established agencies and bodies with the purpose of ratifying these specifications as an international standard; and, to provide a forum whereby users may meet with producers and manufacturers of agricultural and non-agricultural crop protection and nutrition products to identify requirements for interoperability and general usability.

(3) Educate the business and consumer communities as of the value, benefits and applications for associates products through public statements, publications, trade shows demonstrations, seminar sponsorships and other programs established by the Corporation.

(4) Protect the needs of consumers and increase competition among vendors by supporting the creation and implementation of uniform, industry-standard

conformance test procedures and processes which assure the interoperability of agricultural and non-agricultural crop protection and nutrition products.

(5) Maintain relationships and liaison with educational institutions, government research institutes, other technology consortia, and other organizations that support and contribute to the development of specifications and standards for agricultural and non-agricultural crop protection and nutrition products.

(6) Foster competition in the development of new products and services based on specifications developed by the Corporation in conformance with all applicable laws and regulations.

(7) To do all such lawful acts and things necessary or proper to promote the improvement of business conditions of the manufacturers and producers' business and for the accomplishment of any purposes herein set forth or which shall be recognized as proper and lawful objectives of a trade association; all of which shall be consistent with applicable law and the public interest, as well as the interest of this industry and trade.

To this end, the Corporation shall at all times be operated exclusively for purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section

501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

#### ARTICLE IV

##### POWERS

The Corporation shall have all the powers granted upon corporations not for profit as provided by general law, and specifically as set forth by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c) of the Internal Revenue Code of 1986 under which the Corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

#### ARTICLE V

##### EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the Corporation:

- a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Associates, Directors, officers, or others private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
- b. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- c. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.



## ARTICLE VI

### DURATION

The duration of the corporate existence shall be perpetual, from and after the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida, unless dissolved according to law.

## ARTICLE VII

### MEMBERS AND ASSOCIATED MEMBERS

The Corporation shall have the following classes of Members, none of which shall have any voting right:

Regular Members: Those National Institutions or Organizations which represents the manufacturers and producers in each country.

Honorary Members: Those individuals or corporations appointed as such by the Board of Directors because their contribution with tangible or intangible assets, donations or contributions which will assist the Corporation to pursue its purposes.

Sponsor Members: Those Members which whose activities may or may not fall within the range of products of which this Corporation may be interested

Associated Members: Are those individual corporations or persons dedicated to the activities of manufacturing, processing, selling or distributing products which fall within the range of products promoted by this Corporation, are members of their national organizations and are accepted by the Board of Directors individually.

## ARTICLE VIII

### MEMBERS AND ASSOCIATES MEMBERS MEETINGS

The President of the Corporation shall convene meetings of the Members as often as he deems it necessary or when 51% of the Members request in writing such meeting. Resolutions by Members are accepted as non-mandatory suggestions by the Board of Directors. Their rules and regulations shall be determined by the Board of Directors.

## ARTICLE IX

### CAPITAL STOCK

The Corporation shall neither have nor issue any capital stock. However, each Member and Associate shall be entitled to receive a non-redeemable, non-transferable and non-dividend bearing Membership Certificate.

## ARTICLE X

### BOARD OF DIRECTORS

The management of the affairs of the Corporation shall be at all times vested in a Board of Directors, whose operations in governing the Corporation shall be defined by statute and in these Articles of Incorporation. No Director shall have any right, title, or interest in or to any property of the Corporation.

The number of Directors of this Corporation shall be three (3). The name and addresses of the members of the Board of Directors, are:

Juan Manuel Perez E.	Km 1 ½ Via Duran, Tambo Guayaquil, Ecuador
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Vicente Chay-Say	Av. Oscar Benavides # 380, Of. 701 Lima 18, Peru
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Carlos Augusto Villamizar Q.	Calle 70 N° 7-60, Of. 102 Bogota, DC, Colombia
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Directors are elected until their resignation or death. Each Director shall be entitled to appoint an Alternate who shall replace him during his absence of any meeting and in the event of his death. Election of the replacement Director shall be made by the remaining Directors, even if it is only one, in the event that there have not been appointed Alternate Directors or these appointments have been revoked.

## ARTICLE XI

### COMMITTEES

The Board of Directors may designate and appoint one or more Committees, each of which shall consist of one or more Directors or Members and Associated Members, which shall have the authority provided by the Board of Directors in the designating resolution. Such a committee shall have no authority to act on behalf of the Board of Directors but may otherwise undertake whatever tasks they are assigned and may make recommendations to the Board of Directors.

Each committee appointed by the Directors may, unless otherwise directed by the Directors, adopt such rules and regulations for the conduct of its affairs as it may deem desirable. All adopted rules and regulations shall be appropriate for the conduct of the Committee's affairs, consistent with the policy of the Corporation and subject to review and approval by the Directors whenever the Directors may deem such review and approval desirable.

## ARTICLE XII

### BYLAWS

The Corporation shall not have Bylaws.

## ARTICLE XIII

### OFFICERS

The Corporation shall have such Officers selected from among their Directors.

The Board of Directors may appoint as Officers other than not Directors of the Corporation. Their terms of office and the manner of their designation or selection shall be determined according to the Board of Directors policies.

The first Officers of the Corporation shall be:

Office	Name	Address
President	Juan Manuel Perez E.	Km 1 ½ Via Duran, Tambo Guayaquil, Ecuador
Vice President & Treasurer	Vicente Chay-Say	Avenida Oscar Benavides 380, Of. 701 Lima 18, Perú
Vice President & Secretary	Carlos A. Villamizar Q.	Calle 70 N° 7-60, Of. 102 Bogotá, DC, Colombia
Assistant Secretary	Alberto Amorós	7300 N. Kendall Dr., Suite 521 Miami, Florida 33156-7840

## ARTICLE XIV

### PERSONAL LIABILITY

No Member, Officer, or Director of this corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall

any of the property of the Members, Officers, or Directors be subject to the payment of the debts or obligations of the Corporation.

The Directors of the Corporation shall not be personally liable to the Corporation or its Members for or with respect to any acts or omissions in the performance of his or her duties, as a Director, except liability:

- a. for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation;
- b. for acts or omissions which involve intentional misconduct or a knowing violation of law;
- c. or the types of liability set forth in the Florida Non For Profit Corporation Act Section 617.0834 or
- d. for any transaction from which the director received an improper personal benefit.

Any repeal or modification of this Article XIV shall be prospective only and

shall not adversely affect any limitation on the liability of a Director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

If the Florida Not For Profit Corporation Act is amended, after these Articles of Incorporation become effective, to authorize corporate action further eliminating or limiting the liability of directors, then, without further corporate action, the liability of a director of the Corporation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by the Florida Not For Profit Corporation Act, as so amended.

## ARTICLE XV

### INDEMNIFICATION

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of Florida. The Board of Directors may authorize the Corporation to pay, or cause to be paid by means of insurance or otherwise, any judgment or fine rendered or levied against a present or former director, officer, employee, or agent of the Corporation in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a director, officer, employee, or

agent of the Corporation, provided that the Board of Directors shall determine in good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which he or she reasonably believed to be in the best interests of the Corporation. Payments authorized hereunder include amounts paid and expenses incurred (including attorneys' fees) in satisfaction of any liability or penalty or in settling any action or threatened action, but in no event shall this Article permit payment of any amount, payment of which would give rise to any liability for taxes or penalties under the Internal Revenue Code of 1986, as amended, if the corporation is at such time a private foundation.

## ARTICLE XVI

### DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such



purposes.

## ARTICLE XVII

### INCORPORATOR

The incorporator of the Corporation is Alberto Amorós, 7300 North Kendall Drive Suite 521, Miami, Florida 33156-7840, USA.

## ARTICLE XVIII

### REGISTERED AGENT

The name and Florida street address of the Registered Agent is Alberto Amorós, 7300 North Kendall Drive Suite 521, Miami, Florida 33156-7840, USA.

## ARTICLE XIX

### AMENDMENTS

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed; and, other provisions that might, under the Statutes of the State of Florida at the time in force, be lawfully contained in articles of incorporation may be added or inserted, upon the vote of 66% of the Directors voting at said meeting on any proposed amendment, that at that time are in good standing and entitled to vote, and all rights at any time conferred upon the Director of the

Corporation by these Articles of Incorporation are subject to the provisions of this Article XIX.

The term "these Articles of Incorporation" as used herein shall be deemed to mean these Articles of Incorporation as from time to time amended and restated.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 7th day of February, 2011.

A handwritten signature in black ink, appearing to read "Alberto Amorós", written over a horizontal line.

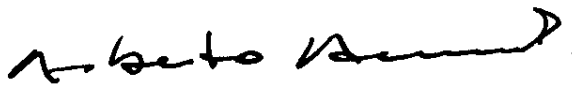
Alberto Amorós  
Sole Incorporator

## ALINA AGROSCIENCE, INC.

In compliance with the Florida Not For Profit Corporation Act, the following is submitted:

First, That ALINA AGROSCIENCE, INC., desiring to organize under the Florida Not For Profit Corporation Act, has named Alberto Amorós of 7300 North Kendall Drive, Suite 521, Miami, Florida 33156, as its statutory Registered Agent.

Second, That having been named the Statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of the Florida Not For Profit Corporation Act relative to keeping the registered office open, and I accept the obligations of section 617.0503 F. S.



Alberto Amorós  
Registered Agent

Date: February 7, 2011

2011 FEB -8 PM 4:29  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA