

# P00000080559

Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT CORPORATION OR P.A.

TERRENOVA RANCH INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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**ARTICLES OF INCORPORATION**

**OF**

**TERRENOVA RANCH INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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I, the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation with the Secretary of State of the State of Florida for the purposes of becoming a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of the corporation is Terrenova Ranch, Inc. and the address is 18601 SW 117 Avenue, Miami, Florida 33187.

**ARTICLE II**

**Terms of Existence**

This corporation is to have perpetual existence and it shall commence its existence on the date of filing of the Articles of Incorporation with the Secretary of the State of Florida.

**ARTICLE III**

**Purpose**

The corporation is organized for the purpose of transacting any or all lawful business under the laws of the State of Florida and the United States. The general nature of the business and its object and purpose proposed is to raise livestock, including cows and horses.

**ARTICLE IV**

**Capital Stock**

The maximum number of shares of stock which this corporation is authorized to issue is five hundred (500) shares of common stock with ONE DOLLAR (\$1.00) par value which shall be designated as "common stock". This corporation is a wholly owned subsidiary of CIU Colombiana, S.A., a Colombian corporation, whose shareholders are: Margarita Carmona 81%; Mateo Usuga 9.5%; and Simon Usuga 9.5%.

Shares may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the Board of Directors.

Treasury shares may be disposed of by the corporation for such consideration as may be determined from time to time by the Board of Directors.

Each of the shares of such stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders.

**ARTICLE V**  
**Initial Capital**

The amount of capital with which the Corporation shall begin business is not less than five hundred (500) dollars.

**ARTICLE VI**  
**Registered Agent and Place of Business**

The street address of the initial Registered Agent and the principal address of the corporate office are the same and shall be 18601 SW 117 Avenue, Miami, Florida 33187. The registered agent is MARGARITA CARMONA.

**ARTICLE VII**  
**Directors**

This corporation shall have one (1) director initially. The number of Directors may be changed from time to time in accordance with by-laws adopted by the Directors, except that the number of Directors shall not exceed five (5). Meetings of the Directors may be held within or without the State of Florida, and Directors need not be stockholders. The name and street address of the initial Director is: MARGARITA CARMONA, 18601 SW 117 Avenue, Miami, Florida 33187.

**ARTICLE VIII**  
**Incorporators**

The name and address of the incorporator is MARGARITA CARMONA, whose address is 18601 SW 117 Avenue Miami, Florida 33187.

**ARTICLE IX**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

**ARTICLE X**  
**Indemnification**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE XI**  
**Incorporators**

The name and address of the subscriber to these Articles of Incorporation is Margarita Carmona,

**ARTICLE XII**

**Bylaws**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed by new by-laws adopted by the shareholders, and the shareholders may prescribe in any by-laws made by them, that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

**ARTICLE XIII**

**Powers**

This corporation shall have all powers necessary or convenient to effect its purpose as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the director of the Board of Directors.

IN WITNESS WHEREOF, I, the undersigned, have made and subscribed these Articles of Incorporation at the City of Miami on the 23 day of August, 2000.

*Margarita Carmona*  
Margarita Carmona

State of Florida)

)ss

County of Dade)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county aforesaid, personally appeared Margarita Carmona, known to me to be the one who executed the foregoing Articles of Incorporation and also provided proper identification before signing. IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this the 23 day of August, 2000.

*Mary Kramer*  
Notary Public  
State of Florida at Large



Mary Kramer  
MY COMMISSION # CC854487 EXPIRES  
July 25, 2003  
BONDED THROUGH TRAVELERS INSURANCE, INC.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That TERRENOVA RANCH INC. desiring to be organized under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, State of Florida, has named Margarita Carmona as agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act.

*Margarita Carmona*  
Registered Agent

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