

PO00000098522

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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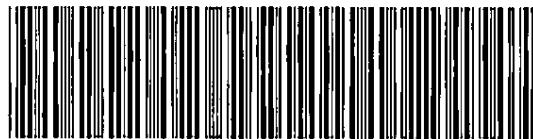
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FL

2019 JAN 28 AM 9:36

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19 JAN 28 PM 11:39

FILED

JAN 29 2019

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 1/28/2019

Acc#I20160000072

en: c DW

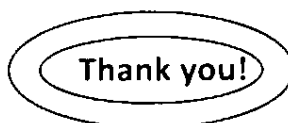
Name:	MONCADA, INC.
Document #:	
Order #:	11391645

Certified Copy of Arts & Amend:	<input type="checkbox"/>			
Plain Copy:	<input type="checkbox"/>			
Certificate of Good Standing:	<input type="checkbox"/>			
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Availability _____
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Amount: \$ 52.50



COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Moncada, Inc.

DOCUMENT NUMBER: P00000098522

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Elizabeth M. Hamelin
Name of Contact Person
Hogan Lovells US LLP
Firm/ Company
555 13th Street, NW
Address
Washington, DC 20004
City/ State and Zip Code

Elizabeth.Hamelin@hoganlovells.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Elizabeth M. Hamelin at (202) 637-6881
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|---|--|

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

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED

Moncada, Inc.

2019 JAN 28 AM 9:36

(Name of Corporation as currently filed with the Florida Dept. of State)

P00000098522

STATE
TALLAHASSEE, FL

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

(Attach additional sheets, if necessary). (Be specific)

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The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated January 25, 2019

Signature

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Pierre Kurz

(Typed or printed name of person signing)

Director

(Title of person signing)

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF MONCADA, INC.**

The undersigned, Madev Holding Corporation S.A., SPF, a Luxembourg limited company, being the sole shareholder of Moncada, Inc., a Florida corporation, amends the Articles of Incorporation (the "Articles") of Moncada, Inc., a Florida corporation (the "Corporation") pursuant to Article X thereof, as follows:

1. Article VI: Initial Board of Directors, is hereby amended by deleting the heading "Initial Board of Directors" and replacing it with "Board of Directors".

2. Article VI: Initial Board of Directors, is hereby amended by deleting the text thereof in its entirety and replacing it with the following:

The Corporation shall have four (4) directors; provided, however that the number of directors may be either increased or diminished from time to time in accordance with the provisions in the bylaws.

3. Article XII: Limitations, is hereby amended by deleting Article XII clause (ii) in its entirety and replacing it with the following:

Incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the loan made pursuant to the Loan Agreement in the original principal amount of \$20,000,000 from Berkeley Point Capital LLC, d/b/a Newmark Knight Frank (together with its successors and/or assigns, the "Lender") to Cartagena, Inc., a Florida corporation and Sabadell, Inc., a Florida corporation, together as tenants in common (the "Loan").

4. Article XII: Limitations is hereby amended by deleting the phrase "First Mortgage" in the last sentence of Article XII and replacing it with the word "Loan".

5. The text of Article XIII: Separateness Provisions, is hereby deleted in its entirety and replaced with the following:

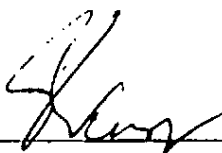
"[Intentionally Omitted]"

6. Except as modified herein, all terms and conditions of the Articles shall remain in full force and effect.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned files this Amendment to the Moncada, Inc.
Articles of Incorporation this 25th day of January, 2019.

MADEV HOLDING
CORPORATION S.A., SPF

By: 
Name: Pierre Kurz
Title: Director