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Tallhassee, FL 32301 Phone: 850-558-1500 ACCOUNT NO. : 12000000195 REFERENCE: 968944 4303929 AUTHORIZATION ( COST LIMIT : 5 78.75 ORDER DATE: January 22, 2016 ORDER TIME : 3:18 PM ORDER NO. : 968944-010 CUSTOMER NO: 4303929 DOMESTIC FILING NAME: INVERSIONES AQUILA HOLDINGS, INC. EFFECTIVE DATE: XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: XX CERTIFIED COPY \_\_\_\_\_ PLAIN STAMPED COPY

EXAMINER'S INITIALS:

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams - EXT. 62935

CORPORATION SERVICE COMPANY

1201 Hays Street

#### ARTICLES OF INCORPORATION

**OF** 

#### INVERSIONES AQUILA HOLDINGS, INC.

#### ARTICLE I NAME

The name of the Corporation is Inversiones Aquila Holdings, Inc. (the "Corporation").

## ARTICLE II PRINCIPAL ADDRESS AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is Alonso de Cordova 5670 Of. 1301, Santiago, Chile.

## ARTICLE III PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

#### ARTICLE IV DURATION

This corporation shall exist perpetually unless dissolved according to law.

#### ARTICLE V CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock, with a par value of \$0.01 per share.

All voting powers of this corporation shall be vested in the common stock above designated.

#### ARTICLE VI BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The names of the initial directors are as follows:

Jose Aveggio Alessandra Aveggio Jose Urrutia

#### ARTICLE VII REGISTERED OFFICE AND AGENT

The street address of the Company's initial registered office is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

## ARTICLE VIII INDEMNIFICATION

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

#### **ARTICLE IX**

The name of the Incorporator is Debra Palmisano, and the address of the Incorporator is c/o Greenberg Traurig, P.A. 333 SE 2<sup>nd</sup> Avenue, 44<sup>th</sup> Floor, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 22, day of January, 2016

Debra Palmisano, Incorporator

### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for Inversiones Aquila Holdings, Inc., at the place designated in these Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent, as provided in Florida Statutes Section 607.0505.

Dated this 22<sup>nd</sup> day of January, 2016.

CORPORATION SERVICE COMPANY

By: Courtney Williams

Name: Asst. Vice President