

2/7/2019

Division of Corporations

# P19000010898

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## FLORIDA PROFIT/NON PROFIT CORPORATION NUO USA CORP.

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**ARTICLES OF INCORPORATION**  
**OF**  
**NUO USA CORP.**

**ARTICLE I**

The name of this corporation is NUO USA CORP. (the "Corporation").

**ARTICLE II**

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 III**

The address of the principal office and the mailing address of the office of the Corporation is De Los Guarumos 449 y 6 de Diciembre, Edificio Nuo, Quito, Ecuador.

**ARTICLE IV**

The capital stock authorized, the par value thereof, and the characteristics of such stock of the Corporation shall be as follows:

<b><u>Number of Shares</u></b>	<b><u>Par Value</u></b>	<b><u>Class of Stock</u></b>
<b><u>Authorized</u></b>		
100	No par value	Common

**ARTICLE V**

The street address of the Corporation's initial registered office is 1200 South Pine Island Road, Plantation, FL 33324, and the name of its initial registered agent at such office is NRAI Services, Inc.

**ARTICLE VI**

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 initial number of directors shall be three, who will serve as the Corporation's directors until successors are duly elected and qualified. The names of the initial directors of the Corporation are:

Francisco Javier Córdova Chehab

Francisco Barba Gyenco

Patricio Esteban Avila Santacruz

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#### **ARTICLE VII**

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.

If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

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

#### **ARTICLE VIII**

The name of the Incorporator is Naomi Sakata, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 333 S.E. 2<sup>nd</sup> Avenue, Suite 4400, Miami, FL 33131.

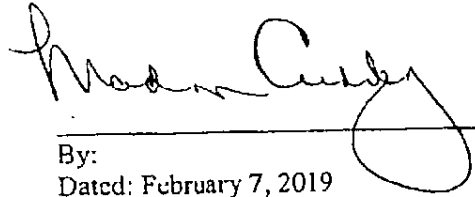
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Act of the State of Florida has signed these Articles of Incorporation this 7<sup>th</sup> day of February 2019.

  
Naomi Sakata, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of NUO USA CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Section 607.0505 of the Act.

**NRAI Services, Inc.**

A handwritten signature in black ink, appearing to read "Madonna Cuddihy", is written over a horizontal line.

By:

Dated: February 7, 2019

**Madonna Cuddihy**  
**Assistant Secretary**

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