P23000023649

800409733668

10/03/23--01001--011 **43.75

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:

J. HORNE

OCT - 3 2023

Office Use Only

FILED
23 OCT -3 AM 10: 35

RECEIVED
2023 OCT -3 AM 10: 07

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CHANESTE SA INC

DOCUMENT NUMBER: P23000023649

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

Please return all correspondence concerning this matter to the following:

FEDERICO ALVES
Name of Contact Person

CHANESTE SA INC
Firm/ Company

207 WINDWARD IS
Address

CLEAWATER FLORIDA 33767
City/ State and Zip Code

VENEFAX@GMAIL.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

FEDERICO ALVES at (954-444-740:)
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:

- ☐ $35 Filing Fee
- ■ $43.75 Filing Fee & Certificate of Status
- ☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- ☐ $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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

23 OCT -3 AM 10:36
FILED

CHANESTE INC

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

P23000023649

(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

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

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) ____ Change	D	JEANNETTE R PINTO	207 WINDWARD IS
X Add			CLEARWATER BEACH ,FL 33767
____ Remove			
2) ____ Change	D	MARIA ALEJANDRA VILLANUEVA	207 WINDWARD IS
X Add			CLEWATER BEACH , FL 33767
____ Remove			
3) ____ Change			
____ Add			
____ Remove			
4) ____ Change			
____ Add			
____ Remove			
5) ____ Change			
____ Add			
____ Remove			
6) ____ Change			
____ Add			
____ Remove			

E. **If amending or adding additional Articles, enter change(s) here:**
(Attach *additional sheets, if necessary*). *(Be specific)*

ATTACHED BY LAWS OR ADDITIONAL ARTICLES FOR CHANESTE SA INC

ARTICLE I : NAME AND LOCATION

1.1 The name of the corporation is Chaneste SA INC, HEREIN REFERRED TO AS THE " COMPANY" .

1.2 The principal office of the Company shall be located at 207 Windward IS, Clearwater Beach, FL.

ARTICLE II : PURPOSE

2.1 The purpose of the Company is to invest the tourism industry and in legal business, worldwide.

ARTICLE III : Board of Directors

3.1 The board shall be comprised of three (3) directors.

3.2 The members of the board shall be:

- Jeannette R Pinto, DIRECTOR

-Maria Alejandra Villanueva, Director for European Business.

- Federico Alves, President

ARTICLE IV : Administration

4:1 The administration of the Company shall be the responsibility of the President. Federico Alves,

4:2 In the event the President is unable to dispatch his duties due to death or incapacity. (SEE ADDITIONAL SHEETS)

F. **If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**
(*if not applicable, indicate N/A*)

See Attachment

The date of each amendment(s) adoption: 09/29/2023, if other than the date this document was signed.

Effective date if applicable: 09/29/2023

(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 incorporators, or board of directors without shareholder action and shareholder action was not required.

☐ 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 FEDERICO ALVES."

(voting group)

Dated 09/29/2023

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)

FEDERICO ALVES

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

ARTICLE I: Name and Location

1.1 The name of the corporation is Chaneste SA Inc, herein referred to as the "Company."

1.2 The principal office of the Company shall be located at 207 Windward IS, Clearwater Beach, FL.

ARTICLE II: Purpose

2.1 The purpose of the Company is to invest the tourism industry and in any legal business, worldwide.

ARTICLE III: Board of Directors

3.1 The board shall be comprised of three (3) directors.

3.2 The members of the board shall be:

- Jeannette R Pinto, Director

- Maria Alejandra Villanueva, Director for European Business

- Federico Alves, President

ARTICLE IV: Administration

4.1 The administration of the Company shall be the responsibility of the President, Federico Alves.

4.2 In the event the President is unable to dispatch his duties due to death or incapacity, the responsibilities shall be transferred to Jeannette R Pinto, Director.

4.3 Should Jeannette R Pinto, Director, also become unable to serve, the responsibilities will be transferred to Maria Alejandra Villanueva, Director for European Business.

ARTICLE V: Residences of the Board Members

5.1 The residences of the board members are as follows:

- Jeannette R Pinto resides in New York City.

- Maria Alejandra Villanueva resides in Palma de Mallorca, Spain.

- Federico Alves resides in Clearwater Beach, FL.

ARTICLE VI: Amendments

6.1 These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting.

ARTICLE VII: Miscellaneous

7.1 The fiscal year of the Company shall be determined by the Board of Directors.

ARTICLE VIII: Authority of the Director for European Business

8.1 The Director for European Business, Maria Alejandra Villanueva, shall have full authority to represent the Company in Europe.

8.2 The Director for European Business is empowered to:

- Sign contracts on behalf of the Company within the European jurisdiction.
- Open bank accounts in the name of the Company within Europe.
- Hire employees within Europe as deemed necessary for the Company's operations.
- Accept loans on behalf of the Company within Europe.

ARTICLE IX: Compensation and Employment Status

9.1 All directors of the Company, namely Jeannette R Pinto, Maria Alejandra Villanueva, and Federico Alves, shall serve without any form of salary or monetary compensation for their roles as directors.

9.2 The directors are not considered employees of the Company and shall not be entitled to any employment benefits, rights, or privileges, unless otherwise specified in a separate written agreement.

ARTICLE X: Shares and Profit Distribution

10.1 **Issuance of Shares**: The Company has issued a total of 150 shares, each with a value of US $1,000.

10.2 **Share Ownership**:

- Jeannette R Pinto holds 30 shares, fully paid in cash.

- Federico Alves holds 120 shares, fully paid in cash.

- The remaining shares, if any, shall be accounted for and documented as per the records of the Company.

10.3 **Profit Distribution**:

- Profits generated by the Company shall be distributed annually to the shareholders based on their share ownership percentages.

- Jeannette R Pinto will receive profits corresponding to her ownership of 20% of the Company shares.

- Federico Alves will receive profits corresponding to his ownership of 80% of the Company shares.

-Any future shareholders, if any, will be paid according to the capital invested, but they will not have any voting power on the board.

10.4 **Retention and Allocation of Undistributed Profits**:

- Any profits not distributed to shareholders within the specified annual distribution shall be automatically added to the holdings of the shareholders in proportion to their share ownership.

- These retained earnings shall increase the shareholder's equity but shall not result in the issuance of additional shares unless decided upon by the board.

ARTICLE XI: Language and Interpretation

11.1 **Bilingual Publication**: The Company's bylaws are published in both English and Spanish.

11.2 **Precedence in Interpretation**: In the event of any discrepancies, ambiguities, or difficulties in interpretation between the English and Spanish versions of these bylaws, the English version shall take precedence and be considered the authoritative text.

ESTATUTOS DE CHANESTE SA INC ARTÍCULO

I: Nombre y Ubicación

1.1 El nombre de la corporación es Chaneste SA Inc, en adelante referida como la "Compañía".

1.2 La oficina principal de la Compañía estará ubicada en 207 Windward IS, Clearwater Beach, FL.

ARTÍCULO II: Propósito

2.1 El propósito de la Compañía es invertir en la industria del turismo y en cualquier negocio legal, a nivel mundial.

ARTÍCULO III: Junta Directiva

3.1 La junta estará compuesta por tres (3) directores.

3.2 Los miembros de la junta serán:

- Jeannette R Pinto, Directora
- María Alejandra Villanueva, Directora para Negocios Europeos
- Federico Alves, Presidente

ARTÍCULO IV: Administración

4.1 La administración de la Compañía será responsabilidad del Presidente, Federico Alves.

4.2 En caso de que el Presidente no pueda desempeñar sus funciones debido a muerte o incapacidad, las responsabilidades serán transferidas a Jeannette R Pinto, Directora.

4.3 En caso de que Jeannette R Pinto, Tesorera, también se encuentre incapacitada para servir, las responsabilidades serán transferidas a María Alejandra Villanueva, Directora para Negocios Europeos.

ARTÍCULO V: Residencias de los Miembros de la Junta

5.1 Las residencias de los miembros de la junta son las siguientes:

- Jeannette R Pinto reside en Nueva York.
- María Alejandra Villanueva reside en Palma de Mallorca, Baleares, España.
- Federico Alves reside en Clearwater Beach, FL.

ARTÍCULO VI: Enmiendas

6.1 Estos estatutos pueden ser alterados, enmendados o derogados y se pueden adoptar nuevos estatutos por mayoria de los directores presentes en cualquier reunión regular o en cualquier reunión especial.

ARTÍCULO VII: Miscelánea

7.1 El año fiscal de la Compañía será determinado por la Junta Directiva.

ARTÍCULO VIII: Autoridad del Director para Negocios Europeos

8.1 La Directora para Negocios Europeos, María Alejandra Villanueva, tendrá plena autoridad para representar a la Compañía en Europa.

8.2 La Directora para Negocios Europeos está facultada para:

• Firmar contratos en nombre de la Compañía dentro de la jurisdicción europea.

• Abrir cuentas bancarias a nombre de la Compañía dentro de Europa.

• Contratar empleados dentro de Europa según lo considere necesario para las operaciones de la Compañía.

• Aceptar préstamos en nombre de la Compañía dentro de Europa.

ARTÍCULO IX: Compensación y Estado Laboral

9.1 Todos los directores de la Compañía, a saber Jeannette R Pinto, María Alejandra Villanueva y Federico Alves, prestarán sus servicios sin ninguna forma de salario o compensación monetaria por sus roles como directores.

9.2 Los directores no son considerados empleados de la Compañía y no tendrán derecho a ningún beneficio laboral, derecho o privilegio, a menos que se especifique lo contrario en un acuerdo escrito separado.

ARTÍCULO X: Acciones y Distribución de Beneficios

10.1 Emisión de Acciones: La Compañía ha emitido un total de 150 acciones, cada una con un valor de US $1,000.

10.2 Propiedad Accionaria:

- Jeannette R Pinto posee 30 acciones, totalmente pagadas en efectivo.
- Federico Alves posee 120 acciones, totalmente pagadas en efectivo.
- Las acciones restantes, si las hubiera, se contabilizarán y documentarán según los registros de la Compañía.

10.3 Distribución del Beneficio:

- Los beneficios generados por la Compañía se distribuirán anualmente a los accionistas en función de sus porcentajes de propiedad accionaria.
- Jeannette R Pinto recibirá beneficios correspondientes a su propiedad del 20% de las acciones de la Compañía.
- Federico Alves recibirá beneficios correspondientes a su propiedad del 80% de las acciones de la Compañía.
- Los futuros accionistas, si los hubiera, serán pagados de acuerdo al capital invertido, pero no tendrán ningún poder de voto en la junta directiva.

10.4 Retención y Asignación de Beneficios no Distribuidos:

- Cualquier beneficio no distribuido a los accionistas dentro de la distribución anual especificada se añadirá automáticamente a las tenencias de los accionistas en proporción a su propiedad accionaria.
- Estas ganancias retenidas aumentarán el patrimonio del accionista pero no resultarán en la emisión de acciones adicionales a menos que así lo decida la junta.

ARTÍCULO XI: Idioma e Interpretación

11.1 Publicación Bilingüe: Los estatutos de la Compañía se publican tanto en inglés como en español.

11.2 Precedencia en la Interpretación: En caso de discrepancias, ambigüedades o dificultades en la interpretación entre las versiones en inglés y español de estos estatutos, la versión en inglés tendrá precedencia y se considerará el texto autoritativo.