

FI90000003561

(Requestor's Name)

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(City/State/Zip/Phone #)

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MAIL

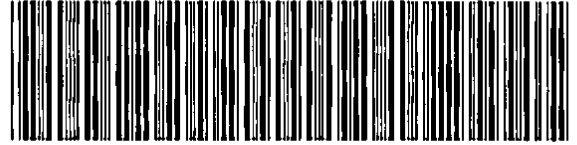
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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2019 AUG -1 PM 4:20
FILED

B KINSEY
AUG 2 - 2019



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 22, 2019

GIRA PEREZ
75 NORTH ROYAL PIONCIANA BLVD
MIAMI SPRINGS, FL 33166

SUBJECT: INVERSIONES VENEGECORP
Ref. Number: W19000066858

We have received your document for INVERSIONES VENEGECORP and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

On line #1, place the name exactly how it is on the certificate of existence. On the alternate name line, place the name exactly how it is on the certificate of existence, along with a corporate suffix,

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers listed.

The name and title of the person signing the document must be noted beneath or opposite the signature.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Brooke N Kinsey
Regulatory Specialist II

Letter Number: 619A00014882

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: INVERSIONES VENEDECORP CA

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

GIRA PEREZ

Name of Person

BIZSTART INC

Firm/Company

75 NORTH ROYAL POINCIANA BLVD

Address

MIAMI SPRINGS, FL 33166

City/State and Zip code

GIRA@BIZSTARTINC.US

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

GIRA PEREZ

786

449-7749

at ()

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

RECEIVED
19 AUG - 1 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FL

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

INVERSIONES VENEGE CORP CA.

1.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

INVERSIONES VENEGE CORP CA

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

VENEZUELA

2.

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

07-22-2019

4.

(Date of incorporation)

5.

PERPETUAL

(Date of duration, if other than perpetual)

09-01-2019

6.

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

75 NORTH ROYAL POINCIANA BLVD, MIAMI SPRINGS FL

7.

(Principal office address)

(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: BIZSTART INC

Office Address:

75 NORTH ROYAL POINCIANA BLVD

MIAMI SPRINGS

(City)

Florida

33166

(Zip code)

9. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

2019 AUG -1 PM 4:30

11. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: GUSTAVO ENRIQUE GONZALEZ

Address: 75 NORTH ROYAL POINCIANA BLVD

MIAMI SPRINGS, FL 33166

Vice President: EMMANUEL NOE DE FREITAS TEIXEIRA

Address: 75 NORTH ROYAL POINCIANA BLVD

MIAMI SPRINGS, FL 33166

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. GUSTAVO ENRIQUE GONZALEZ (President)

(Typed or printed name and capacity of person signing application)

2019 AUG -1 PM 4:00

2019 AUG -1 PM 4:00

TRADUCCIÓN
ESPAÑOL - INGLÉS
REGISTRO DOCUMENTO CONSTITUTIVO-ESTATUTOS SOCIALES
INVERSIONES VENEGECORP, C.A.
CERTIFICADOS

SPANISH-ENGLISH
TRANSLATION
COMPANY'S INCORPORATION BY-LAWS DOCUMENT REGISTRATION
INVERSIONES VENEGECORP, C.A.
CERTIFICATES



Alfredo Marciano Adrianza
Traductor Jurado - Sworn Translator
Intérprete Público Certificado - Certified Public Translator

Gaceta Oficial - Official Gazette No. 36.474
República Bolivariana de Venezuela - Bolivarian Republic of Venezuela
Caracas - Venezuela
Telf. (0212) 794 20 33
Móvil: 0414 - 307 22 52
marcanoadrianzaa@gmail.com

(Three (3) round black-ink half Seals from the First Mercantile Registry, Judicial Circumscription Capital District and Bolivarian State of Miranda, Bolivarian Republic of Venezuela are stamped on this page's left side).



BOLIVARIAN REPUBLIC OF VENEZUELA
*****PEOPLE'S POWER MINISTRY FOR THE INTERIOR AND JUSTICE*****

REGISTRIES AND NOTARIES
AUTONOMOUS SERVICE
FIRST MERCANTILE REGISTRY
OF THE CAPITAL DISTRICT

RM No.220
Years 208 and 159
(Of Independence and Federation, respectively)

Attorney-at-Law BIRMANI ARVANI CONTRERAS MARIN, First Mercantile Registrar

HEREBY CERTIFIES

That the Commercial Registry entry transcribed next, original which is recorded in Volume: **109-A FIRST COMMERCIAL REGISTRY OF THE CAPITAL DISTRICT AND BOLIVARIAN STATE OF MIRANDA**. Number: **82** of year **2018**, as well as The Notice, Note and Document copied next are a true a transfer of the originals thereof, which are of the following tenor:

224-59540

THIS FOLIO BELONGS TO:
INVERSIONES VENEGECORP, C.A.
File Number: **220-59540**

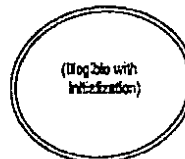


REPUBLICA DE VENEZUELA
AÑO A.
PUNCO
-INGLES

(Three [3] round black-ink half Seals from the First Mercantile Registry, Judicial Circumscription Capital District and Bolivarian State of Miranda, Bolivarian Republic of Venezuela are stamped on this page's left side).

Marisabel Moreno
MARISABEL CRISTINA MORENO TORRES
GOMEZ COTTIN & TEJERA • PARIS
CAPITAL DISTRICT LAWYERS COLLEGE
58.120
INPREABOGADO
127.927

Received on:	12 - 10 - 18
Granting	
State Treasury:	
R.M.:	4,7572 Complement:
Phone:	



Citizen

FIRST COMMERCIAL REGISTRAR OF THE JUDICIALCIRCUMSCRIPTION
OF THE CAPITAL DISTRICT AND MIRANDA STATE.

Your Office.-

I, MANUEL PAEZ GOMEZ, Venezuelan, of legal age, single and bearer of Venezuelan Identification Document No. V-10,377,504, sufficiently authorized by the Incorporation By-Laws Document of the business partnership INVERSIONES VENEGECORP, C.A., respectfully appear before you and state that: With the purpose of its filing, fixing, registration and publication, I attach herewith the incorporation document of the referred business partnership, which has been drafted sufficiently broad so as to at the same time serve as by-laws. Likewise, I add hereto the electronic mail, namely, gegc92@gmail.com. Finally, I hereby request certified copy of these proceedings, to the purpose of its subsequent publication.

In Caracas on the date of its filing.

BCO	
Folio	15
Sides	12
Attach	
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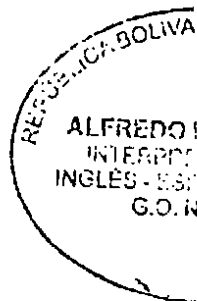
APPROVAL

TIME

DEC 7 2018
(initialization)

(legible handwriting signature)





REPÚBLICA BOLIVARIANA DE VENEZUELA
*** MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA ***

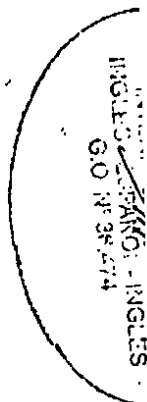
**SERVICIO AUTÓNOMO DE REGISTROS Y
NOTARÍAS.
REGISTRO MERCANTIL PRIMERO DEL
DISTRITO CAPITAL**

RM No. 220
208° y 159°

Municipio Libertador, 17 de Diciembre del Año 2018

Por presentada la anterior participación. Cumplidos como han sido los requisitos de Ley, inscribese en el Registro Mercantil junto con el documento presentado; fijese y publíquese el asiento respectivo; fórmese el expediente de la Compañía y archívese original junto con el ejemplar de los Estatutos y demás recaudos acompañados. Expládase la copia de publicación. El anterior documento redactado por el Abogado MARISABEL CRISTINA MORENO TORRES IPSA N.: 127927, se inscribe en el Registro de Comercio bajo el Número: 82, TOMO -109-A REGISTRO MERCANTIL PRIMERO DEL DISTRITO CAPITAL Y ESTADO BOLIVARIANO DE MIRANDA. Derechos pagados BS: 30.020,27 Según Planilla RM No. 22048696823, Banco No. 0 Por BS: 30.000,07. La identificación se efectuó así: MANUEL ANTONIO PAEZ GOMEZ, C.I: V-10.377.504.

Abogado Revisor: JENNY LOURDES MANRIQUE IZQUIERDO



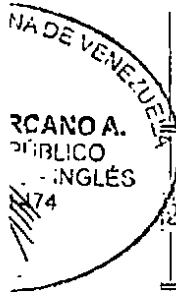
Registrador Mercantil Primero.

FDO. Abogado BIRMANI ARVANI CONTRERAS MARIN

ESTA PÁGINA PERTENECE A:
INVERSIONES VENEGECORP, C.A
Número de expediente: 220-59540
CONST

ou
documentado





(Three (3) round black-ink half Seals from the First Mercantile Registry, Judicial Circumscription Capital District and Bolivarian State of Miranda, Bolivarian Republic of Venezuela are stamped on this page's right side).

We, **ENMANUEL NOE DE FREITAS TEXEIRA** and **GUSTAVO ENRIQUEZ GONZALEZ CICCARELLI**, Venezuelans, of legal age, single, of this domicile and bearers of Venezuelan Identification Document Nos. **V-20,801,727** and **V-20,228,355**, respectively, have agreed upon to incorporate, as we indeed formally do, a stock company which shall be ruled by the following Incorporation Document, which has been drafted sufficiently broad so as to at the same time serve as By-Laws, and same are of the following tenor:

INCORPORATION BY-LAWS DOCUMENT

SECTION I

DENOMINATION - DOMICILE - OBJECT - DURATION

ARTICLE 1: The Company is denominated **INVERSIONES VENGEACORP, C.A.**

ARTICLE 2: The Company's main object shall be the practice of the partners' different professions with the purpose of rendering entrepreneurial and financing consultancies, as well as the assistance to natural and artificial persons in all that in connection with the organizing and administering of enterprises, businesses, assets, interests and investments. It shall be understood that this Company's object covers the different scopes of the clients' integral entrepreneurial consultancies. Furthermore, the Company may carry out by its own account or that of third parties, or associated with third parties in the country or abroad, all the commercial operations in connection with: the import, export, buy, sale, distribution, commercialization and of any other form of negotiation of real estate and real properties and merchandize in general, and especially of the import, export, merchandizing, representation, distribution, buy, sale of vehicles of personal use and of cargo; parts, spares, components, pneumatics, wheels, tools, air conditioning, painting, video and audio equipment, speakers, accessories for light vehicles and of personal use, as well as for heavy-load vehicles, heavy and industrial machinery, and whichever other components, accessories and objects related to the automotive industry, including vehicles of any seize and use and real properties destined to such end. Likewise, the Company may carry out the import, export, merchandizing, representation, distribution, buy, sale of domestic white and brown goods, electro-domestics, food products, medicines, medical supplies and equipment. In this sense, the Company may sell, at wholesale or retail, promote or foster, distribute, commercialize, transport, import, export, manufacture, barter, consign, store, deposit, lease or sub-lease, process and in any other way negotiate with all kind of personal and real estate properties, as well as entering into all kinds of agreements and biddings with any public or private bodies, national, regional or municipal related with this corporate object;-----

APPROVAL
(indicated below)

TIVE:

DATE:

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this enumeration being merely enunciative and not limitative, for which the Company may commit itself to any other related lawful activity or business, for the performing of the Company's corporate purposes.

ARTICLE 3: The domicile of the Company is at Ave. Leonardo da Vinci, Centro Comercial Bello Monte, Piso 02, Oficina 2J, Urbanización Colinas de Bello Monte, Parroquia San Pedro, Distrito Libertador, Municipio Libertador, Estado Miranda, but may establish branches in any part of the country.

ARTICLE 4: The Company's duration shall be of fifty (50) years counted as from the date of its filing with the Commercial Registry, save extension or anticipated dissolution decided by the Shareholders' Meeting.

SECTION II CAPITAL AND SHARES

ARTICLE 5: The Capital of the Company is of **THREE MILLION SOVEREIGN BOLIVARS (BsS. 3,000,000.00)** divided into **THREE HUNDRED THOUSAND (300,000)** nominative shares, with a value of **TEN SOVEREIGN BOLIVARS (BsS. 10.00)** each one of them, which has been fully subscribed and paid.

ARTICLE 6: All the shares confer their holders equal rights. The Shareholders' Meeting may agree upon the issue of preferred shares. Issuance, subscription and preference type conditions of these shares shall be determined by the Meeting agreeing upon issuance thereof.

ARTICLE 7: The shares are nominative, non-convertible to bearer. The shares' title ownership is proved with the filing thereof onto the Partnership's Shareholders Book and their transfer by means of declaration onto the same book, signed by the Transferor, the Transferee and the President of the Company. So much the subscription as well as the shares purchase imply the express acceptance of all the dispositions of the present document.

ARTICLE 8: The partnership shall acknowledge a sole proprietary per each share. If a share were owned by several persons, the partnership is not obliged to subscribe, either to acknowledge, but only one sole person who shall be designated by the owners thereof.

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CAÑO A.
PÚBLICO
- INGLÉS

ARTICLE 9: Shareholders shall have preference for the subscription of new shares, so much for the case of capital increase the Meeting agrees upon, as well as for the case of acquiring shares offered for sale, in the same proportion kept by the number of shares that each one of them owns at the time the Meeting agreeing the increase is held, with respect to the whole of the shares representing the capital stock (regardless the percentage of the capital stock they hold). This preemptive right shall be enforced within the thirty (30) continuous following days to the approving of the capital increase or of the notice of the shares offered in sale. Said established term having matured without no answer being received from any of the shareholders, the Company may accept third parties as subscribers of the capital increase, or the offerer may transfer on an onerous commitment his/her shares to a person not being a shareholder at the price and under the same terms and conditions established in his/her offer to the other shareholders.

SECTION III ON THE SHAREHOLDERS' MEETINGS

ARTICLE 11^(sic): The Company's normative and supreme decisions correspond to the Shareholders' Meetings, which shall have the powers that the law and this document assign to them.

ARTICLE 12: The Shareholders' Ordinary Meeting shall gather annually in the course of the ninety (90) days following the fiscal year's closing, and shall have the following attributions:

- a. To discuss, approve or modify the balance upon the Comptroller's report review.
- b. To designate the Board of Directors' main members and their eventual substitutes.
- c. To elect one or more comptrollers and their eventual substitutes.
- d. To resolve on the dividends distribution and the constituting of legal reserves.
- e. To resolve on any other matter especially being submitted to it and exercise the powers that the laws in force and effect and further corporate documents confer to it.

ARTICLE 13: The Shareholders' Extraordinary Meetings shall gather provided the Board of Directors thus deems necessary or convenient, or at the request of the comptroller or of a number of shareholders representing at least twenty per cent (20%), of the capital stock, its specific object being expressed in the meeting's summoning.

ARTICLE 14: For the validity of the decisions of the Shareholders' Meetings, be them Ordinary or Extraordinary, shall be required, so much at the first meeting as well as in the subsequent ones, whichever the case, the presence or representation and the favorable vote of the fifty-one per cent (51%) of the Company's capital.

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ARTICLE 15: The Shareholders' Meetings, Ordinary or Extraordinary shall be summoned by means of publication in a newspaper of national circulation of the city of Caracas, with at least five (5) days in advance to the date fixed for the meeting. The call shall express the place where and the time when the Meeting will be held and the object thereof. Any decision taken on the object thereof not expressed in the call shall be considered null.

Any shareholder, however, may demand that in addition to the summoning for each Meeting, be forwarded to the Board of Directors, at his/her own account and risk, a wire, telegram or electronic mail to the address and person having been indicated to such effect. The Board of Directors' responsibility for such purpose shall be limited to checking that the wire, telegram or electronic mail was forwarded within the term of the call.

ARTICLE 16: The summoning's formality may be omitted when at the Meeting are present or represented the whole of the shareholders, and provided the attendees thereat declare to be able to pronounce themselves on the points contained in the Day's Agenda.

ARTICLE 17: The shareholders may be represented at the Meetings by means of proxies constituted by power of attorney authenticated.

ARTICLE 18: The corresponding Minutes from the Meetings held shall be drawn up, containing the name of the attendees, expressing the number of shares they represent and the decisions and measures agreed upon. Said minutes shall be signed by the shareholders or the representatives thereof present at the meeting.

SECTION IV ON THE ADMINISTRATION

ARTICLE 19: The Company shall have a Board of Directors formed by Two (2) General Directors. The Board of Directors' members shall last five (5) years exercising their functions, but in any case shall remain in their charges until reelected or the Meeting appoints the persons to replace them and same effectively assume their positions.

ARTICLE 20: The Board of Directors' members may be removed from their charges at any time by the Shareholders' Meeting, using the same proceeding established for their election. In any case, exercising the charge of member of the Board of Directors implies the express acceptance of all that disposed for in the present document.

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REPUBLICA DE VENEZUELA
CANO A.
PUBLICO
- INGLÉS

ARTICLE 21: Each of the Board of Directors' members shall deposit o cause to deposit on his/her account in the Corporate Safe box, one (1) share, which shall remain pledged to warrant the acts of his/her procedures. Said share shall be non-transferable and shall be released until the General Meeting approves his/her procedures' account and grants the corresponding quittance.

ARTICLE 22: The Board of Directors shall be summoned by whomever be the President or Vice-Presidents, and may not adopt valid decisions regarding points not being established in the Day's Agenda, save that all its members be present or represented and same thus dispose for. The call for the Board of Directors' meetings shall be done by press, written correspondence and electronic mail addressed to the address and person that expressly and in writing had been indicated, with at least five (5) days in advance, expressing the day, time and place of the meeting. Nonetheless, should the case had been deemed of urgent and of unpostponable consideration by whomever the President or Vice-Presidents, same may summon the Board of Directors even with one (1) day of anticipation. Each one of the members may represent another member of the Board of Directors, being enough that said representation be certified by proxy.

ARTICLE 23: For the validity of the Board of Directors' deliberations and decisions is required the presence and favorable vote of the majority of its members. In the event of a tied vote, the proposal shall be deemed rejected. From each Board of Directors' meeting, Minutes shall be drawn up which should be signed by all the persons attending the meeting. The Board of Directors, however, may take decisions without the need to hold a meeting, always provided that said decisions consist of written document signed by all and each one of the Directors. Said document should be transcribed onto the Board of Directors' Minutes Book. The decisions thus taken should be deemed with the same force and validity, as if having been adopted at a formal Board of Directors' meeting.

ARTICLE 24: The Board of Directors has full administration and disposition powers, excepting those that have been expressly reserved to the Shareholders' Meeting in this document. The Board of Directors shall very especially have the powers expressed herein, regardless those others the Shareholders' Meeting could grant them. The Board of Directors shall have the following powers:

- a. The acquisition, constituting or disposition of a subsidiary partnership or foundation;
- b. The creation of mortgages, encumbrances or other liens on whichever or all the Company's assets;



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- c. The granting of guarantees, credits or loans;
- d. The obtaining of credits, including, but not being limited to loans, promissory notes or any credit instrument;
- e. The accomplishment of any expenditure of capital for a value exceeding twenty-five per cent (25%) of the Company's net patrimony;
- f. Entering into any agreement in order to dispose of part of the Company's assets;
- g. Entering into, terminating or modifying contracts of the Company;
- h. The designation and removal of the Company's especial proxies, being able to grant said proxies the broadest powers permitted by law in order to perform any of the activities contemplated in this article;
- i) The designation and revoking of judicial, general or especial representatives, being able to grant to said representatives the broadest powers, even those of convene, desist, transact, receive amounts of money and grant receipts and quittances, to engage in conciliators or *de jure* arbitrators and take positions in auctions;
- j) The appointing and removal, should it be convenient, of a General Manager, fixing his/her remuneration;
- k. The control over the Management's activities and the appointment of the Company's personnel;
- l. The control or modification of the employees' benefit plans, save those being demanded by the law and of mandatory application;
- m. The substitution of the Board of Directors' own powers, on the Management and other persons, within the guidelines and limitations that each case deems to be establish;

ARTICLE 25: The Directors, jointly or severally shall have the following powers and obligations:

- a. To sign in representation of the Company all the acts, contracts and agreements that the Shareholders' Meeting or the Company's Board of Directors had approved in meetings previously held to such effect;
- b. To sign the calls for the Shareholders' Meetings or Board of Directors' gatherings and preside same;



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- c. To exercise all further powers with which the Board of Directors may be invested with and comply with the other obligations same demand;
- d. To open and close current bank accounts or of whichever other nature, and move them pursuant to the regime agreed upon, issuing checks or any other payment order against the referred accounts, as well as determining other persons allowed to move them;

Regardless the powers pointed out in the present clause, the Board of Directors may entrust the executing of determined decisions to other persons or to officials same designates, in each case, to such effect.

SECTION V ON THE COMPTROLLER

ARTICLE 26: The Shareholders' Ordinary Meeting shall appoint a Comptroller so that he/she reports to the next year's Meeting on the Company's situation, on the balance and on the accounts to the Board of Directors shall submit. The Comptroller has an unlimited inspection and surveillance right on all the Company's operations, being able to examine the books, the correspondence, and in general, all the documents of same.

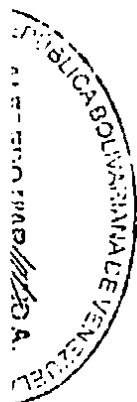
ARTICLE 27: The Comptroller shall last one (1) year in the exercise of functions and may be reelected, but in no case may be a dependent, employee of the Company or member of the Board of Directors.

SECTION VI ON THE BALANCES, RESERVES AND PROFITS

ARTICLE 28: The Company's fiscal year covers the time period between January first (1st) and December thirty-first (31st) of each year. At the end of the year, the General Inventory and General Balance shall be established in accordance with the norms set forth by the Commercial Code.

ARTICLE 29: From the Company's net profits, annually shall be set apart:

- a. A five per cent (5%) to form a Reserve Fund, until same reaches ten percent (10%) of the Capital Stock.
- b. Other necessary amounts in order to create other reserves imposed by the law, and those the Meeting estimates to create.





c. Ejercer todas las demás facultades con las que pueda ser investido por la Junta Directiva y cumplir con las demás obligaciones que ésta le exija;

d. Abrir y cerrar cuentas corrientes, bancarias o de cualquier otra naturaleza, y movilizarlas conforme al régimen que se llegase a acordar, emitiendo cheques o cualquier otra orden de pago contra las referidas cuentas, así como determinar las demás personas que podrán movilizarlas;

Sin perjuicio de las facultades señaladas en la presente cláusula, la Junta Directiva podrá encomendar la ejecución de determinadas decisiones a otras personas o a funcionarios que ésta designe a tal efecto, en cada caso.

CAPITULO V

DEL COMISARIO

ARTÍCULO 26: La Asamblea Ordinaria de Accionistas nombrará un Comisario para que informe a la Asamblea del siguiente año sobre la situación de la Compañía, sobre el balance y sobre las cuentas que ha de presentar la Junta Directiva. El Comisario tiene un derecho ilimitado de inspección y vigilancia sobre todas las operaciones de la Compañía, pudiendo examinar los libros, la correspondencia, y en general, todos los documentos de la misma.

ARTÍCULO 27: El Comisario durará un (1) año en el ejercicio de sus funciones y podrá ser reelegido, pero en ningún caso podrá ser dependiente, empleado de la Compañía o miembro de la Junta Directiva.

CAPITULO VI

DE LOS BALANCES, RESERVAS Y UTILIDADES

ARTÍCULO 28: El ejercicio económico anual de la Compañía abarca el período comprendido entre el primero (01) de enero y el treinta y uno (31) de diciembre de cada año. Al final del ejercicio se establecerá el Inventario y Balance General, de conformidad con las normas establecidas por el Código de Comercio.

ARTÍCULO 29: De los beneficios líquidos de la Compañía se separará anualmente

a. Un cinco por ciento (5%) para formar un Fondo de Reserva, hasta tanto éste



b. Las demás cantidades necesarias para constituir otras reservas impuestas por la Ley y aquellas que la Asamblea estime pertinente crear.

c. Salvo una decisión contraria de la Asamblea de Accionistas, el remanente de las utilidades será decretado como dividendo y distribuido a los accionistas.

CAPITULO VII

DEL REPRESENTANTE JUDICIAL

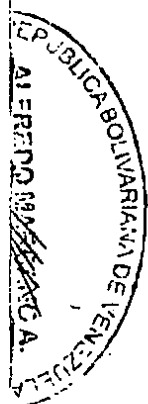
ARTÍCULO 30: La Compañía podrá tener un Representante Judicial y su correspondiente Suplente, quienes serán designados por la Asamblea de Accionistas de la Compañía. El Representante Judicial, si lo hubiere, será la única persona autorizada para representar a la Compañía en juicio, intentar y contestar demandas, excepciones, reconvenções, recibir citaciones y notificaciones, proseguir los juicios en todas sus instancias, ejercer recursos ordinarios y extraordinarios; convenir, desistir, transigir y comprometer en árbitros arbitradores o de derecho; y absolver posiciones juradas, siendo el único órgano de la Compañía autorizado al efecto. El Representante Judicial ejercerá igualmente la representación de la Compañía ante las autoridades administrativas de la Nación, Estados y Municipalidades, y está facultado para certificar los documentos y actas de la Compañía y para hacer las participaciones de ley al Registro Mercantil. El Representante Judicial podrá asimismo otorgar poderes, delegando todo o parte de las facultades a él conferidas en personas de su confianza. El Representante Judicial Suplente suplirá las ausencias del Representante Judicial sin que tenga que comprobarse frente a terceros la ausencia del mismo

CAPITULO VIII

LIQUIDACIÓN DE LA COMPAÑÍA

ARTÍCULO 31: En caso de liquidación de la Compañía, ésta será efectuada, sin perjuicio de lo que disponga la Ley, por uno o dos liquidadores designados por la Asamblea en la que se acuerde la liquidación. Durante el período de liquidación los poderes de la Asamblea permanecerán vigentes en los mismos términos que se indican en el presente documento

CAPITULO IX





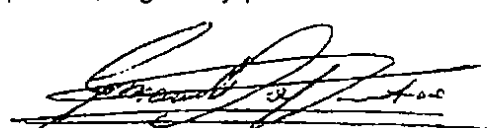
ARTÍCULO 32: La Sociedad comenzará su giro a partir de la fecha de su constitución y hará su primer cierre de cuenta en la fecha ordinaria

ARTÍCULO 33: El capital ha sido totalmente suscrito y pagado en un cien por ciento (100%) de su valor por los accionistas de la siguiente forma: el accionista **ENMANUEL NOE DE FREITAS TEIXEIRA**, suscribe y paga el 100 por ciento (100%) del valor de CIENTO CINCUENTA MIL ACCIONES (150.000) acciones nominativas, es decir, la cantidad de UN MILLON QUINIENTOS MIL BOLÍVARES SOBERANOS (BsS. 1.500.000,00), y el accionista **GUSTAVO ENRIQUE GONZALEZ CICCARELLI**, suscribe y paga el cien por ciento (100%) del valor de CIENTO CINCUENTA MIL ACCIONES (150.000) acciones nominativas, es decir, la cantidad de UN MILLON QUINIENTOS MIL BOLÍVARES SOBERANOS (BsS. 1.500.000,00), lo cual se desprende del Informe de Inventario que acompaña la presente Acta

ARTÍCULO 34: En todo lo no previsto en este documento regirán las disposiciones del Código de Comercio

Se designa para el ejercicio económico en curso, como Directores Generales de la Sociedad a **ENMANUEL NOE DE FREITAS TEIXEIRA** y **GUSTAVO ENRIQUE GONZALEZ CICCARELLI**, anteriormente identificados. Se designa como Comisario Principal a **ILDEFONSO RAFAEL MEJÍA MÁRQUEZ** Licenciado en Contaduría Pública, de este domicilio, de estado civil soltero y titular de la Cédula de Identidad N° V-13.338.416, inscrito en el Colegio de Contadores Públicos del Estado Miranda, bajo el N° C.P.C. 61324.

Los accionistas declaran haber leído, entendido y aprobado en todas sus partes el presente Documento Constitutivo-Estatutario y facultan suficientemente a **MANUEL PAEZ GOMEZ**, venezolano, mayor de edad, soltero y titular de la Cédula de Identidad N° V-10.377.504 para que cumpla con las formalidades legales de participación, registro y publicación.

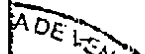
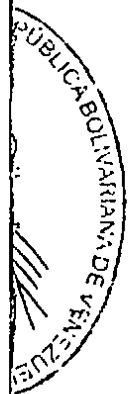

ENMANUEL NOE DE FREITAS TEIXEIRA





Nosotros, GUSTAVO ENRIQUE GONZALEZ CICARELLI y ENMANUEL NOE DE FREITAS TEIXEIRA, venezolanos, mayores de edad, solteros, de este domicilio y titulares de las Cédulas de Identidad Nro. V-20.228.355 y V-20.801.727 respectivamente, en carácter de Directores Generales de la sociedad mercantil INVERSIONES VENEGECORP C.A., que los capitales, bienes, haberes, valores o títulos del acto o negocio jurídico a objeto de comprar acciones de la compañía, proceden de actividades de legítimo carácter mercantil, lo cual puede ser corroborado por los organismos competentes y no tienen relación alguna con dinero, capitales, bienes, valores o títulos que se consideran producto de las actividades o acciones ilícitas contempladas en la Ley Orgánica contra la Delincuencia Organizada y la Ley Orgánica de Drogas.

En Caracas, a los 4 días del mes de diciembre de 2018.





(On the preceding's sheet back page.....)

LIBERTADOR MUNICIPALITY, DECEMBER 17 OF YEAR TWO THOUSAND AND EIGHTEEN (2018) (SIGNED) **MANUEL ANTONIO PAEZ GOMEZ, Attorney-at-Law BIRMANI ARVANI CONTRERAS MARIN** THE PRESENT PUBLICATION CERTIFIED COPY IS ISSUED AS PER FORM NO.: **220.2018.4.7572**



(Illegible handwritten signature)

Attorney-at-Law BIRMANI ARVANI CONTRERAS MARIN

First Commercial Registrar

Dr. Birmani A. Contreras M.
ID V-13.202,086

First Commercial Registrar of the Capital District
Administrative Resolution No. 2537 - Date: 09-10-18
Official Gazette No. 489 - Date: 09-24-18



(Three [3] round Stamps from the First Mercantile Registry, Judicial Circumscription Capital District and Bolivarian State of Miranda, Bolivarian Republic of Venezuela; one blue-ink visible one, the other a blank pressed one, and a visible black-ink third one.

