



SUPERINTENDENCIA
DE COMPAÑÍAS

NÓMINA DE SOCIOS O ACCIONISTAS DE UNA COMPAÑÍA EXTRANJERA QUE A SU VEZ ES SOCIA
ACCIONISTA DE UNA COMPAÑÍA ECUATORIANA

1. COMPAÑÍA ECUATORIANA

NOMBRE: ECUADOR PRODUCE S.A. ECUAPRODUCE
NÚMERO DE EXPEDIENTE: 122252
NOMBRE DEL REPRESENTANTE LEGAL: RAFAEL Emmanuel Parducci BoFill
CARGO DEL REPRESENTANTE LEGAL: Gerente General

2. COMPAÑÍA EXTRANJERA SOCIA O ACCIONISTA DE LA SOCIEDAD ECUATORIANA

NOMBRE: AGRO INNOVA CD.
NACIONALIDAD DE LA COMPAÑÍA EXTRANJERA: ESTADOUNIDENSE
DOMICILIO: 553 Sligpeny Rock Rd. Weston FL 33327 DELAWARE - USA

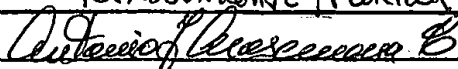
NOTA1.- A este formulario se debe acompañar una certificación extendida por la autoridad competente del país de origen o Cónsul del Ecuador en la que se acredite que la sociedad en cuestión se encuentra legalmente existente en el país.

3. APODERADO LOCAL DE LA COMPAÑÍA EXTRANJERA SOCIA O ACCIONISTA DE LA COMPAÑÍA ECUATORIANA

NOMBRES Y APELLIDOS COMPLETOS: ANTONIO JOSÉ ANDRÉS MENA CARRASCO
NACIONALIDAD: ECUATORIANA
NÚMERO DE IDENTIFICACIÓN PERSONAL: 0903410900
DOMICILIO: Tulcan N° 803 y 9 de octubre

4. DATOS DE LOS SOCIOS, ACCIONISTAS O MIEMBROS DE LA COMPAÑÍA EXTRANJERA:

No.	Nombre y Apellidos completos	Estado Civil	Nacionalidad	Domicilio
1	Jacob BARUCH SHAFRAN	CASADO	BRITÁNICA	London Inglaterra
2	Joseph West Montgomery Aspizaru	Casado	ECUATORIANO	Florida USA
3	HERBERT S HARRY	Casado	ESTADOUNIDENSE	California USA
4	HENRY FOX HEWES	Casado	ESTADOUNIDENSE	Florida USA
5	DANIEL B. GERARD	Casado	ESTADOUNIDENSE	Florida USA
6	DAVID FELDMAN	Casado	ESTADOUNIDENSE	Florida USA
7	RAFAEL EMMANUEL Parducci BoFill	SOLTERO	ECUATORIANO	Guayaquil Ecuador
8	MARK HARRIS WINKIN	Casado	ESTADOUNIDENSE	Florida USA
9	James H. Hicks	Casado	ESTADOUNIDENSE	Florida USA
10	KENNETH E. EHRLICH	Casado	ESTADOUNIDENSE	Florida USA
11	MICHAEL MOTT	Casado	ESTADOUNIDENSE	Florida USA


FIRMA DEL REPRESENTANTE LEGAL, SECRETARIO,
ADMINISTRADOR O FUNCIONARIO DE LA SOCIEDAD
EXTRANJERA O APODERADO LOCAL

Nota2: Si este formulario hubiese sido otorgado en el exterior, deberá estar autenticado por Cónsul Ecuatoriano o apostillado

FECHA DE PRESENTACIÓN:

AÑO

MES

DÍA

State of Florida



Department of State

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: United States of America

This public document

2. has been signed by Florian Napp

3. acting in the capacity of Notary Public of Florida

4. bears the seal/stamp of Notary Public, State of Florida

Certified

5. at Tallahassee, Florida

6. the Twenty-Third day of February, A.D., 2015

7. by Secretary of State, State of Florida

8. No. 2015-20818

9. Seal/Stamp:



10. Signature:

Ken Detjen

Secretary of State

DSDE 99-(2/12)

EXTRACTO DEL
CONSENTIMIENTO ORGANIZACIONAL DE LOS DIRECTORES
de
AGRO INNOVA CO.

Los suscritos directores de Agro Innova Co., una corporación de la Florida (la "CORPORACIÓN"), por la presente dan su consentimiento, de conformidad con los Estatutos de Florida, al siguiente acto como el acto debidamente autorizado de la Corporación:

1. Archivar el siguiente documento en los registros de la CORPORACIÓN:

Copia de los Artículos de Incorporación de la CORPORACIÓN con el sello impuesto del Secretario de Estado de Florida con fecha 10 de junio del 2014 dejando constancia que dichos Artículos fueron registrados con el Secretario de Estado en dicha fecha.

2. Aprobación y adopción de los Estatutos adjuntos en el Adjunto "A" Estatutos de la CORPORACIÓN
3. La elección de las siguientes personas como funcionarios de la CORPORACIÓN hasta ser reemplazados con otras personas calificadas: Joseph W. Montgomery III como Presidente y Rafael Parducci como Secretario.

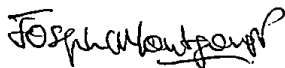
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11. Adopción del siguiente voto:

Que los funcionarios de la CORPORACIÓN quedan por la presente autorizados a firmar por y a nombre de la CORPORACIÓN todos y cualquier documentos adicionales y tomar cualquiera y toda medida o incurrir cualquier acto aprobado bajo este Consentimiento y a suscribir y archivar en las correspondientes oficinas públicas todos y cualquier informe, respuestas, y certificados que ahora o en el futuro puedan ser requeridos de la CORPORACIÓN y que a dichos funcionarios se les requiera ahora o en el futuro a suscribir por ella.

En testimonio de lo cual los suscritos han firmado este consentimiento el 10 de junio del 2014.

Firmas

Lo que precede es fiel traducción de lo extraído del CONSENTIMIENTO ORGANIZACIONAL DE LOS DIRECTORES de Agro Innova Co.


firma del traductor

State of Florida
County of Broward

Sworn to or affirmed and subscribed
before me this 21 day of FEBRUARY, 2015

by JOSEPH WEST MONTGOMERY III
personally known ☒ produced identification





ORGANIZATIONAL CONSENT OF THE DIRECTORS
of
AGRO INNOVA CO.

The undersigned, the directors of Agro Innova Co., a Florida corporation (the "Corporation"), hereby consent, pursuant to the provisions of the Florida Statutes, to the taking of the following action as the duly authorized action of the Corporation:

1. The filing of the following document with the records of the Corporation:

Duplicate of the Articles of Incorporation of the Corporation with the stamp of the Secretary of State of Florida thereon dated June 10, 2014 evidencing the filing of such Articles with the Secretary of State on such date.
2. Approval and adoption of the Bylaws attached hereto as Exhibit "A" as the Bylaws of the Corporation.
3. The election of the following persons as the officers of the Corporation to serve until their successors are duly elected and qualified to serve: Joseph W. Montgomery III as President and Rafael Parducci as Secretary.
4. Approval and adoption of the form of certificate attached hereto as Exhibit "B" as the certificate of common stock of the Corporation and the form of certificate attached hereto as Exhibit "C" as the certificate of preferred stock of the Corporation.
5. Adoption of the following vote:

VOTED: That the Secretary be, and hereby is, authorized and directed to purchase a stock certificate book, a corporate seal, a minute book and such other books and records as he may deem necessary.
6. Adoption of the resolutions attached hereto as Exhibit "D" appointing depositories for the funds of the Corporation.
7. Adoption of the following vote:

VOTED: That any payments made to an officer of the Corporation such as a salary, commission, bonus, interest or rent, or entertainment, travel or any other expense incurred by him, which shall be disallowed in whole or in part as a deductible expense for federal income tax purposes by the Internal Revenue Service, shall be reimbursed by such officer to the Corporation to the full extent of such allowance. It shall be the duty of the Board of Directors to enforce payment of such amount disallowed.

8. Adoption of the following votes:

VOTED: That the Corporation accept the offer of Agro Innova Co., a Delaware corporation ("Delaware"), attached hereto as Exhibit "F" to subscribe for one (1) share of the common stock of the Corporation for the consideration set forth in its subscription offer.

VOTED: That the officers of the Corporation be and hereby are authorized and directed to execute and deliver to Delaware a certificate representing one (1) share of the common stock of the Corporation and that when issued said shares shall be fully paid and non-assessable.

9. Adoption of the following vote:

VOTED: That the Corporation enter into a Shareholders' Agreement with the holders of shares of its common stock, including such terms deemed prudent by the officers of the Corporation.

10. Adoption of the following votes:

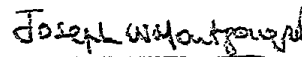
VOTED: That Delaware merge with and into the Corporation pursuant to the provisions of the Agreement and Plan of Merger attached hereto as Exhibit "F", the execution of which by the officers of the Corporation be and hereby is ratified and confirmed.

VOTED: That the officers of the Corporation execute Articles of Merger in the form attached hereto as Exhibit "G" and file same with the Secretaries of State of Florida and Delaware to effectuate the merger described in the Agreement and Plan of Merger.

11. Adoption of the following vote:

VOTED: That the officers of the Corporation be and hereby are authorized for and on behalf of the Corporation to sign any and all additional documents and to take any and all further action as may be necessary to carry out the actions approved by this Consent and to execute and file in the proper public offices any and all reports, returns and certificates that are now or may hereafter be required of the Corporation and that said officers are or shall be required to make on its behalf.

IN WITNESS WHEREOF, the undersigned have executed this Consent this 10th day of June, 2014.



Joseph W. Montgomery III


Antonio J. Arosemena



Henry H. Hewes

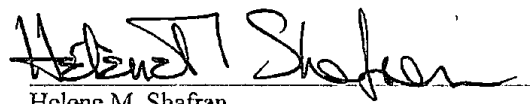
Helene M. Shafran

Jacob B. Shafran



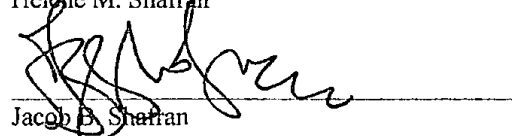
Antonio J. Rosemena

Henry H. Hewes



Helene M. Shafran

Jacob B. Shafran



Jacob B. Shafran