

# Apostille

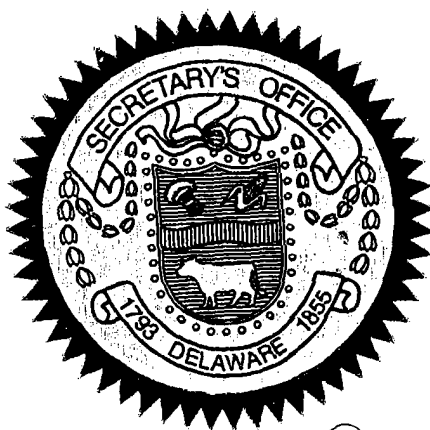
(Convention de La Haye du 5 Octobre 1961)

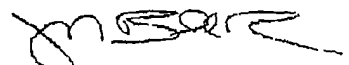


1. Country: United States of America
- This public document:
2. has been signed by Jeffrey W. Bullock
3. acting in the capacity of Secretary of State of Delaware
4. bears the seal/stamp of Office of Secretary of State

## Certified

5. at Dover, Delaware
6. the first day of June, A.D. 2009
7. by Secretary of State, Delaware Department of State
8. No. 0386915
9. Seal/Stamp:
10. Signature:



  
Secretary of State

1 JUN 2009  
CERTIFICO, QUE LA FOTOCOPIA  
ANTERIOR ES IGUAL AL ORIGINAL  
QUE ME FUE PRESENTADO  
IBARRA

DR. CARLOS FROANO MERA  
NOTARIO 2do DEL CANTON IBARRA



# Delaware

The First State



I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "SOUTHERN LAND DEVELOPMENT LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 2009, AT 12:43 O'CLOCK P.M.



1 FEB 2011

*[Handwritten signature]*



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You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*[Handwritten signature]*  
AUTHENTICATION: 7333632

DATE: 06-01-09

**STATE of DELAWARE**  
**LIMITED LIABILITY COMPANY**  
**CERTIFICATE of FORMATION**

I The name of the limited liability company is **SOUTHERN LAND DEVELOPMENT LLC.**

II The address of its registered agent in the State of Delaware is

2701 Centerville Rd.  
New Castle County  
Wilmington, Delaware 19808

The name of the Registered Agent at such address is **Apex Resident Agent Services LLC.**

The registered agent has no authority to act for this company other than as registered agent as defined by the State Act. No business of the company shall be conducted at the registered office.

III The period of the duration of the limited liability company is Perpetual.

IV The company will have unlimited power to engage in and do any lawful business concerning any or all lawful activity for which LLCs may be organized according to the laws of the State of Delaware, including all powers and purposes now and hereafter permitted by law to an LLC.

V The company shall be allowed to operate in any place or country of the world in accordance with the federal laws of the United States.

VI The members of this limited liability company have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or on the occurrence of any other event which terminates the continued membership of a member in the limited liability company. Continuation may only occur pursuant to the terms of the Operating Agreement.



VII The members of the limited liability company shall have the right to admit other members to the limited liability company. Admissions may only occur pursuant to the terms of the Operating Agreement.

VIII The Company will indemnify an individual made party to a proceeding because he is or was a manager, officer, or organizer, employee or agent of the Company against liability incurred in the proceeding if:

1. He conducted himself in good faith;
2. He reasonably believed that his conduct was in or at least not opposed to the Company's interest; and
3. In the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

The indemnification and advance of expenses authorized in these articles will not be exclusive to any other rights to which any manager, officer, organizer, employee or agent may be entitled under any bylaw, agreement, or vote of members, disinterested managers or otherwise.

In addition to the foregoing, the Company will indemnify and save the organizers harmless for all acts taken by them as organizers of the Company, and will pay all costs and expenses incurred by or imposed on them as a result of the same, including compensation based on the usual charges for expenditures required of them in pursuit of the defense against account enforcing the indemnification right under these articles, and the Company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

In Witness Whereof, the undersigned has executed this Certificate of Formation this 29<sup>th</sup> day of May, 2009.

By:



Authorized Person

Name: Alex Hlavacek



1 FEB 2011

ANTONIO DE  
GUE NE  
IBARRA

DR. CARLOS PROANO MERA  
NOTARIO 2DO DEL CANTON IBARRA