

MERINO RIVADENEIRA B & L

Av. 12 de Octubre y Colón esquina Ed. Artigas 100 Oficina No. 02
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www.merinorivadeneira.com
QUITO-ECUADOR



PODER ESPECIAL Y PROCURACION JUDICIAL

PRIMERA: COMPARECIENTE.-

Comparece al otorgamiento de este instrumento la empresa MINIDA L.L.C. legalmente representada por el señor Daniel Norbert Schwarz,, portador del pasaporte número 211052246 quien es ciudadana de nacionalidad estadounidense, mayor de edad, de estado civil soltero, domiciliado en la ciudad de Redondo Beach, Estado de California de los Estados Unidos de Norteamérica, hábil para obligar a la mencionada compañía, en adelante la Poderdante o la compareciente, indistintamente.

SEGUNDA: ANTECEDENTES.- La empresa MINIDA L.L.C. es una sociedad constituida al amparo de las leyes de los Estados Unidos de Norteamérica que posee acciones o participaciones en empresas del Ecuador, que no ejerce actividad empresarial en el Ecuador adicional a la mencionada anteriormente, ni de manera habitual ni ocasional, a fin de cumplir con lo que dispone la Ley de Compañías vigente y por convenir a sus intereses requiere nombrar un apoderado.

TERCERA.- PROCURACIÓN JUDICIAL Y PODER ESPECIAL.-

La sociedad compareciente, a través de su representante legal, por medio de este instrumento otorga Procuración Judicial y Poder Especial a favor del abogado Juan Carlos Merino Rivadeneira, en adelante Apoderado y Procurador Judicial, quien se encuentra facultado para realizar los siguientes actos: a) Tiene las facultades más amplias y necesarias para realizar todos los actos o negocios jurídicos que hayan de celebrarse y surtir efectos en el territorio ecuatoriano, en especial contestar demandas y cumplir las obligaciones contraídas, conforme lo establecido en el artículo 6 de la Ley de Compañías. b) Comparecer a cualquier litigio o proceso en nombre de la Poderdante sea esta actora, demandada, querellante, querellada, tercerista, denunciante o denunciada; c) De manera especial pero no taxativa, el Apoderado y Procurador Judicial podrá presentarse y contestar demandas, asistir a audiencias y juntas de conciliación; transar el precio; comprometer

POWER OF ATTORNEY FOR LEGAL REPRESENTATION AND SPECIAL POWER OF ATTORNEY

FIRST: APPEARING PARTY.- The Company MINIDA L.L.C. appears to Grant this instrument, duly represented by Mister Daniel Norbert Schwarz, holder of passport number 211052246, national of the United States, of legal age, single, with permanent residence at Redondo Beach, State of California of the United States of North America, duly authorized to acquire obligations on behalf of the referred company, hereinafter indistinctively The Grantor or the appearing party.

SECOND: BACKGROUND.- The company MINIDA L.L.C. is a Corporation incorporated in accordance to the laws of the United States of North America, with shares or participations in companies of Ecuador, does not perform, neither permanently nor occasionally, additional commercial activities in Ecuador and, in order to comply with the provisions of the Companies Law in effect and because it is in its own interest, requires to appoint an Attorney-in-Fact.

THIRD.- POWER OF ATTORNEY FOR LEGAL REPRESENTATION AND SPECIAL POWER OF ATTORNEY.-

The appearing corporation, through its duly authorized representative, hereby issues Power of Attorney for Legal Representation and Special Power of Attorney in favor of the attorney Juan Carlos Merino Rivadeneira, hereinafter the Attorney-in-Fact and Legal Representative, who is authorized to perform the following acts: a) He has the widest and necessary powers to perform all legal acts and businesses that will be executed and that have effects in Ecuadorian territory, especially answering to claims and complying with the obligations acquired, pursuant to article 6 of the Companies Law. b) To appear to any litigation or process on behalf of the Grantor either as plaintiff, defendant, complainant (as a party in a criminal proceeding), defendant (as a party in a criminal proceeding), third party, reporter (as the party who makes a fact to be known by an authority in a criminal proceeding), reported (as



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la cláusula y cualquier pleito a árbitros y cualquiera otra inherente a la función de Procurador Judicial; d) Se le otorga de manera expresa la facultad de contratar abogados en libre ejercicio de la profesión, delegar total o parcialmente este poder a nombre de cualquier abogado en la república; e) El Poder Especial y Procuración Judicial involucra también el recibir pagos y cualquier otra transacción necesaria para el cumplimiento de este Poder; f) Comparecer y resolver en representación de la Poderdante a las Juntas Generales de socios o accionistas en las cuales el poderdante tenga acciones o participaciones con todas las facultades relativas y propias a los accionistas y/o socios. g) Gestionar y retirar las utilidades que se generen en las empresas que la poderdante sea socio o accionista h) Expresamente se aclara que no se puede ni transferir ni enajenar ni comprometer de ninguna forma las acciones que tenga la Poderdante en empresas ecuatorianas. i) Se le otorga todas y cada una de las facultades constantes en el artículo cuarenta y cuatro del Código de Procedimiento Civil ecuatoriano. La presente Procuración judicial y Poder Especial, se entiende amplio y suficiente de tal forma que no pueda alegarse insuficiencia y diminutez para el cabal cumplimiento de sus fines.

a party against whom a fact is made known to an authority in a criminal proceeding); c) In a special manner but not limited to the following, the Attorney-in-Fact and Legal Representative may appear and answer claims, appear in hearings and mediation meetings, decide on the price in a negotiation; commit the provision and any litigation to arbitrators and any other related to the activity of Legal Representative; d) He/she is explicitly granted the power to retain counsel in private practice of the profession, to delegate this power of attorney in full or in part to any lawyer in the republic; e) The Special Power of Attorney and Legal Representation also involves the reception of payment and the engagement in any other transaction necessary for the compliance of this Power of Attorney; f) To appear and decide on behalf of the Grantor in General Assemblies of partners or shareholders in which the grantor has shares or participations with all the powers granted to the shareholders and/or partners. g) To take actions for and receive profits generated in the companies in which the grantor is a partner or shareholder h) It is explicitly clarified that the shares the Grantor has in Ecuadorian companies can not be transferred, sold or committed in any way. i) Any and all powers contained in article forty four of the Ecuadorian Code of Civil Procedure are granted to him. This Legal representation and Special Power of Attorney is understood as wide and sufficient, so allegations of insufficiency and shortness cannot be made for the full compliance of its purpose.



December 2th, 2014

A handwritten signature in blue ink, appearing to read "Daniel Norbert Schwarz".

Daniel Norbert Schwarz

**PLEASE SEE ATTACHED
NOTARIAL CERTIFICATE**

A handwritten signature in blue ink, consisting of a stylized, sweeping line.

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**State of California
Secretary of State**

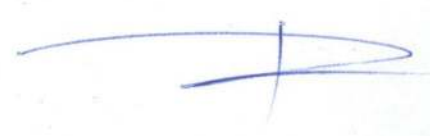
APOSTILLE (Convention de La Haye du 5 octobre 1961)			
1. Country: Pays / País:		United States of America	
This public document Le présent acte public / El presente documento público			
2. has been signed by a été signé par ha sido firmado por		Jennifer Jaye Fraser	
3. acting in the capacity of agissant en qualité de quien actúa en calidad de		Notary Public, State of California	
4. bears the seal / stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de		Jennifer Jaye Fraser, Notary Public, State of California	
Certified Attesté / Certificado			
5. at à / en	Los Angeles, California	6. the le / el día	5th day of December 2014
7. by par / por	Secretary of State, State of California		
8. N° sous n° bajo el número	71105		
9. Seal / stamp: Sceau / timbre: Sello / timbre:		10. Signature: Signature: Firma:	



This Apostille is the trilingual model Apostille Certificate as suggested by the Permanent Bureau and developed in response to the 2009 Special Commission on the practical operation of the Hague Apostille Convention.
This Apostille only certifies the authenticity of the signature and the capacity of the person who has signed the public document, and, where appropriate, the identity of the seal or stamp which the public document bears.
This Apostille does not certify the content of the document for which it was issued.
This Apostille is not valid for use anywhere within the United States of America, its territories or possessions.
To verify the issuance of this Apostille, see: www.sos.ca.gov/business/notary/apostille-search/.

Cette apostille est le modèle d'Apostille trilingue tel que suggéré par le Bureau Permanent et élaboré en réponse à la Commission spéciale de 2009 sur le fonctionnement pratique de la Convention de La Haye Apostille.
Cette Apostille atteste uniquement la véracité de la signature, la qualité en laquelle le signataire de l'acte a agi et, le cas échéant, l'identité du sceau ou timbre dont cet acte public est revêtu. Cette Apostille ne certifie pas le contenu de l'acte pour lequel elle a été émise.
L'utilisation de cette Apostille n'est pas valable en / au États-Unis d'Amérique, ses territoires ou possessions.
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Esta apostilla es el modelo trilingüe Certificado de Apostilla según lo sugerido por la Oficina Permanente y desarrollado en respuesta a la Comisión especial de 2009 sobre el funcionamiento práctico del Convenio de La Haya sobre Apostilla.
Esta Apostilla certifica únicamente la autenticidad de la firma, la calidad en que el signatario del documento haya actuado y, en su caso, la identidad del sello o timbre del que el documento público esté revestido.
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CALIFORNIA ALL-PURPOSE CERTIFICATE OF ACKNOWLEDGMENT

State of California

County of Los Angeles



On December 4, 2014 before me, Jennifer Jaye Fraser, Notary Public
(Here insert name and title of the officer)

personally appeared Daniel Norbert Schwarz

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature of Notary Public

(Notary Seal)



ADDITIONAL OPTIONAL INFORMATION

INSTRUCTIONS FOR COMPLETING THIS FORM

Any acknowledgment completed in California must contain verbiage exactly as appears above in the notary section or a separate acknowledgment form must be properly completed and attached to that document. The only exception is if a document is to be recorded outside of California. In such instances, any alternative acknowledgment verbiage as may be printed on such a document so long as the verbiage does not require the notary to do something that is illegal for a notary in California (i.e. certifying the authorized capacity of the signer). Please check the document carefully for proper notarial wording and attach this form if required.

- State and County information must be the State and County where the document signer(s) personally appeared before the notary public for acknowledgment.
- Date of notarization must be the date that the signer(s) personally appeared which must also be the same date the acknowledgment is completed.
- The notary public must print his or her name as it appears within his or her commission followed by a comma and then your title (notary public).
- Print the name(s) of document signer(s) who personally appear at the time of notarization.
- Indicate the correct singular or plural forms by crossing off incorrect forms (i.e. he/she/they, is /are) or circling the correct forms. Failure to correctly indicate this information may lead to rejection of document recording.
- The notary seal impression must be clear and photographically reproducible. Impression must not cover text or lines. If seal impression smudges, re-seal if a sufficient area permits, otherwise complete a different acknowledgment form.
- Signature of the notary public must match the signature on file with the office of the county clerk.
 - ✦ Additional information is not required but could help to ensure this acknowledgment is not misused or attached to a different document.
 - ✦ Indicate title or type of attached document, number of pages and date.
 - ✦ Indicate the capacity claimed by the signer. If the claimed capacity is a corporate officer, indicate the title (i.e. CEO, CFO, Secretary).
- Securely attach this document to the signed document

DESCRIPTION OF THE ATTACHED DOCUMENT

Power of Attorney for legal
(Title or description of attached document)

Representation and Special
(Title or description of attached document continued)

Number of Pages 2 Document Date 12.4.14

Power of Attorney
(Additional information)

CAPACITY CLAIMED BY THE SIGNER

- ☒ Individual (s)
☐ Corporate Officer

(Title)

- ☐ Partner(s)
☐ Attorney-in-Fact
☐ Trustee(s)
☐ Other _____



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**State of California
Secretary of State**

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This public document Le présent acte public / El presente documento público			
2. has been signed by a été signé par ha sido firmado por	Jennifer Jaye Fraser		
3. acting in the capacity of agissant en qualité de quien actúa en calidad de	Notary Public, State of California		
4. bears the seal / stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de	Jennifer Jaye Fraser, Notary Public, State of California		
Certified Attesté / Certificado			
5. at à / en	Los Angeles, California	6. the le / el día	27th day of December 2016.
7. by par / por	Secretary of State, State of California		
8. N° sous n° bajo el número	95359		
9. Seal / stamp: Sceau / timbre: Sello / timbre:		10. Signature: Signature: Firma:	



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COPY CERTIFICATION BY DOCUMENT CUSTODIAN



I, Daniel Schwarz, of legal age, being first duly sworn, hereby
Name of document custodian

Swear (or affirm) that the attached reproduction of Certificate
State of Indiana Office of Existence Minida LLC
Description of documents
the Secretary of State
Is a true and exact copy of the correct and complete original document.

[Signature]
Signature of document custodian (affiant)

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

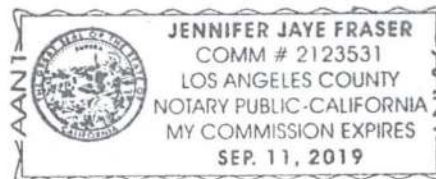
State of California

County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 22 day of December,
20 16 by Daniel Schwarz

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

[Signature]
Notary Public Signature



(Notary Seal)

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State of Indiana
Office of the Secretary of State

CERTIFICATE OF EXISTENCE



To Whom These Presents Come, Greeting:

I, CONNIE LAWSON, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

MINIDA LLC

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on September 18, 2012, and was in existence or authorized to transact business in the State of Indiana on December 19, 2016.

I further certify this Domestic Limited Liability Company has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution, or expiration has been filed or taken place.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 19, 2016

Connie Lawson

CONNIE LAWSON
SECRETARY OF STATE

2012092000080 / 2016175646

Verify this certificate: <https://bsd.sos.in.gov/ValidateCertificate>

A handwritten signature in blue ink, appearing to be a stylized "A" or similar mark.



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Estado de Indiana
Oficina de la Secretaría de Estado

CERTIFICADO DE EXISTENCIA



A quienes reciben el presente, saludos:

Yo, CONNIE LAWSON, Secretario de Estado de Indiana, por la presente certifico que soy, en virtud de las leyes del estado de Indiana, el custodio de los registros corporativos y el funcionario competente para ejecutar este certificado.

Además, certifico que los registros de esta oficina ponen de manifiesto que,

MINIDA LLC

presentó debidamente la documentación requerida para iniciar actividades comerciales bajo las leyes del estado de Indiana, el 18 de septiembre de 2012, y estaba en existencia o autorizada para hacer negocios en el estado de Indiana el 19 de diciembre de 2016. Asimismo, certifico que esta compañía de sociedad de responsabilidad limitada (limited liability company, en inglés) ha presentado su más reciente informe requerido por la ley de Indiana con el Secretario de Estado, o todavía no está obligada a presentar dicho informe, y que no se ha presentado o llevado a cabo ninguna declaración de retiro, disolución o expiración.



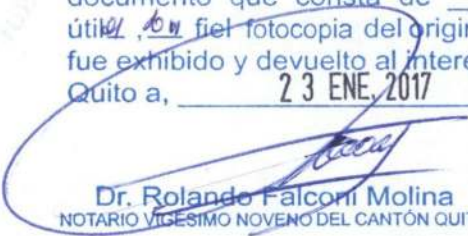
En fe de lo cual, he estampado mi firma y el sello del estado de Indiana, en la ciudad de Indianápolis, el 19 de diciembre del año 2016

Connie Lawson

CONNIE LAWSON

SECRETARIO DE ESTADO

RAZÓN: Doy fe que el presente documento que consta de 8 fojas útiles, es fiel fotocopia del original, que me fue exhibido y devuelto al interesado.
Quito a, 23 ENE, 2017


Dr. Rolando Falconi Molina
NOTARIO VIGESIMO NOVENO DEL CANTÓN QUITO

