

Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
FAX: 512/463-5709



**Certificate of Formation  
Limited Liability Company**

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**Article 1 - Entity Name and Type**

The filing entity being formed is a limited liability company. The name of the entity is:

**ROMERICA M 5 LLC**

**Article 2 – Registered Agent and Registered Office**

A. The initial registered agent is an organization (cannot be company named above) by the name of:

**Leasing and Trade LLC**

**OR**

B. The initial registered agent is an individual resident of the state whose name is set forth below:

C. The business address of the registered agent and the registered office address is:

**Street Address:**

**4115 Jetty Terrace Cir Missouri City TX 77459**

**Consent of Registered Agent**

A. A copy of the consent of registered agent is attached.

**OR**

B. The consent of the registered agent is maintained by the entity.

**Article 3 - Governing Authority**

A. The limited liability company is to be managed by managers.

**OR**

B. The limited liability company will not have managers. Management of the company is reserved to the members.

The names and addresses of the governing persons are set forth below:

Manager 1: **FABIO M. Haddad Giorgi**

Title: **Manager**

Address: **1211 Nantucket Dr Suite C Houston TX, USA 77057**

Manager 2: **Fabio M COVARRUBIAS PIFFER**

Title: **Manager**

Address: **5651 Doliver St Houston TX, USA 77056**

**Article 4 - Purpose**

The purpose for which the company is organized is for the transaction of any and all lawful business for which limited liability companies may be organized under the Texas Business Organizations Code.

**Supplemental Provisions / Information**

**A Manager of the Limited Liability Company is not liable to the Limited Liability Company or its managers or members for monetary damages for any act or omission in the Manager's capacity as a Manager. This Article does not eliminate or limit the liability of a Manager for (i) a breach of the Manager's duty of loyalty to the Limited Liability Company or its members, (ii) an act or omission not in good faith that constitutes a breach of duty of the Manager to the Limited Liability Company or an act or omission that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which the Manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Manager's office, or (iv) an act or omission for which the liability of a Manager is expressly provided for by an applicable statute.**

**This Article is intended to limit the liability of a Manager of the Limited Liability Company to the fullest extent permitted by law. In the event that the Texas Business Organizations Code is amended to authorize corporate action further limiting or eliminating liability of Managers, then the liability of a Manager of the Limited Liability Company shall be limited or eliminated to the fullest extent permitted by either of such Acts, as so amended, without any further action. The limitation of liability contained in this Article shall not be deemed exclusive of any rights or limitations of liability or indemnity to which a Manager may otherwise be entitled. Any repeal or modification of this Article by the members of the Limited Liability Company or otherwise shall not adversely affect any right or protection of a Manager of the Limited Liability Company existing at the time of such repeal or modification. The Limited Liability Company will reimburse the Manager of any expenses incurred to defend itself of any action brought against the Manager except for fraud or for any acts not performed in good faith by the Manager**

[The attached addendum, if any, is incorporated herein by reference.]

**Organizer**

The name and address of the organizer are set forth below.

**Leasing and Trade LLC      4115 Jetty Terrace Cir. Missouri City TX 77459**

**Effectiveness of Filing**

A. This document becomes effective when the document is filed by the secretary of state.

**OR**

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

**Execution**

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

**Daniel Dominguez, Manager**

Signature of Organizer