



6478780

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STATE OF CALIFORNIA
Office of the Secretary of State
**STATEMENT AND DESIGNATION - OUT-OF-STATE
STOCK CORPORATION**
California Secretary of State
1500 11th Street
Sacramento, California 95814
(916) 657-5448

For Office Use Only

-FILED-

File No.: 6478780

Date Filed: 12/4/2024

Corporation Name	Corporation Name	UBS Hainer Unternehmensberatung & Software Service GmbH
California Alternate Name	California Alternate Name	UBS Hainer Unternehmensberatung & Software Service
Jurisdiction	This Corporation is Formed in	Germany
Street Address of Principal Office of Corporation	Principal Address	Germany AM ZICKMANTEL 16 LAUTERBACH, HESSEN 36341
Mailing Address of Corporation	Mailing Address	1900 WEST LOOP S STE 1550 HOUSTON, TX 77003
	Attention	Madlyn Strobel
Street Address of California Office of Corporation	Street Address of California Office	31416 AGOURA RD. STE 118 WESTLAKE VILLAGE, CA 91361
Agent for Service of Process	California Registered Corporate Agent (1505)	CORPNET, INCORPORATED Registered Corporate 1505 Agent
Consent to Service of Process	The corporation irrevocably consents to service of process directed to the corporation upon the agent designated and to service of process on the Secretary of State if the agent designated or the agent's successor is no longer authorized to act or cannot be found at the address given. Consent under this paragraph extends to service of process directed to the out-of-state corporation's agent in this state for a search warrant issued pursuant to California Penal Code section 1524.2, or for any other validly issued and properly served search warrant, for records or documents that are in the possession of the out-of-state corporation and are located inside or outside of this state. This shall apply to a out-of-state corporation that is a party or a nonparty to the matter for which the search warrant is sought. "Properly served" means delivered by hand, or in a manner reasonably allowing for proof of delivery if delivered by United States mail, overnight delivery service, or facsimile to a person or entity listed in California Corporations Code section 2110, or any other means specified by the out-of-state corporation, including, but not limited to, email or submission via an Internet Web portal that the out-of-state corporation has designated for the purpose of service of process.	
Electronic Signature	☒ I am a corporate officer and am authorized to sign on behalf of the out-of-state corporation.	
	<u>Madlyn Strobel</u> Signature	<u>12/04/2024</u> Date



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Request made by	Name of person	Date
UBS Hainer	Susanne Tursman	27/11/2024

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We hereby certify the accompanied translation is true and accurate to the best of our knowledge in addition to our professional translation competence.

Signed by:
Emilyn Sinamban,
Translation & Quality Manager
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Commercial Register B of the District Court Cologne	Section B Reproduction of the current register content Query November 22, 2024 19:18	Company Number: HRB 56598
-Printout-	Page 1 of 2	

1. Number of Entries:

4

2. a) Company:

UBS Hainer Unternehmensberatung & Software Service GmbH

b) Registered office, branch office, domestic business address, authorized recipient, subsidiaries:

Lauterbach (Hessen)
Business address: Am Zickmantel 16, 36341 Lauterbach (Hessen)

c) Purpose of the Company:

Management consultancy, IT consultancy, the development and distribution of standard software, the acquisition and granting of licenses as well as the conclusion and brokering of transactions in connection with the aforementioned activities.

3. Share capital or capital stock:

51,250.00 EUR

4. a) Policies of representation

Managing directors can be granted sole power of representation by a shareholder resolution. Managing directors can also be authorized by a shareholder resolution to represent the company without restriction when conducting legal transactions in their own name or as a representative of a third party.

If only one managing director is appointed, he will have sole representation. If several managing directors are appointed, two will represent together, or one managing director will be the authorized signatory.

b) Management board, management body, managing directors, personally liable partners, managing directors, authorized representatives, and special power of attorney:

Authorized sole representation with the authority to conclude legal transactions on behalf of the Company, in their own name or as a representative of a third party:
Managing Director: Hainer, Manfred, Lauterbach (Hessen), born on May 4, 1949
Managing Director: Tursman, Susanne, CA Los Angeles / USA, Born on April 12, 1976

5. Power of Attorney:

6. a) Legal form, start date, articles of association, or partnership agreement:

C-Corporation
Articles of Association dated February 19, 1997
Last changes by decision of April 11, 2023

Commercial Register B of the District Court Cologne	Section B Reproduction of the current register content Query November 22, 2024 19:18	Company Number: HRB 5658
-Printout-	Page 2 of 2	

b) Other legal relationships

7. a) Date of last entry:

April 13, 2023

Handelsregister B des Amtsgerichts Gießen	Abteilung B Wiedergabe des aktuellen Registerinhalts Abruf vom 22.11.2024 19:18	Nummer der Firma HRB 5659
-Ausdruck-	Seite 1 von 2	

1. Anzahl der bisherigen Eintragungen:

4
2. a) Firma:

UBS Hainer Unternehmensberatung & Software Service GmbH

b) Sitz, Niederlassung, inländische Geschäftsanschrift, empfangsberechtigte Person, Zweigniederlassungen:

Lauterbach (Hessen)
Geschäftsanschrift: Am Zickmantel 16, 36341 Lauterbach (Hessen)

c) Gegenstand des Unternehmens:

Sind Unternehmensberatung, EDV-Beratung, die Entwicklung und der Vertrieb von Standard-Software, die Lizenznahme und Lizenzvergabe sowie Abschluss und Vermittlung von Geschäften im Zusammenhang mit den vorgenannten Tätigkeiten.

3. Grund- oder Stammkapital:

51.250,00 EUR

4. a) Allgemeine Vertretungsregelung:

Durch Gesellschafterbeschluss kann Geschäftsführern Einzelvertretungsbefugnis erteilt werden. Auch können Geschäftsführer durch Gesellschafterbeschluss ermächtigt werden, die Gesellschaft bei der Vornahme von Rechtsgeschäften mit sich im eigenen Namen oder als Vertreter eines Dritten uneingeschränkt zu vertreten.

Ist nur ein Geschäftsführer bestellt, so vertritt er die Gesellschaft allein. Sind mehrere Geschäftsführer bestellt, so wird die Gesellschaft durch zwei Geschäftsführer oder durch einen Geschäftsführer gemeinsam mit einem Prokuristen vertreten.

b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis:

Einzelvertretungsberechtigt; mit der Befugnis, im Namen der Gesellschaft mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte abzuschließen:
Geschäftsführer: Hainer, Manfred, Lauterbach (Hessen), *04.05.1949
Geschäftsführer: Tursman, Susanne, CA Los Angeles / USA - Vereinigte Staaten, *12.04.1976

5. Prokura:

6. a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag:

Gesellschaft mit beschränkter Haftung
Gesellschaftsvertrag vom 19.02.1997
Zuletzt geändert durch Beschluss vom 11.04.2023
- HRB 5659 - 1675 12/04/2024 10:59 AM Received by California Secretary of State
- Page 6 of 7

Handelsregister B des Amtsgerichts Gießen	Abteilung B Wiedergabe des aktuellen Registerinhalts Abruf vom 22.11.2024 19:18	Nummer der Firma HRB 5659
-Ausdruck-	Seite 2 von 2	

b) Sonstige Rechtsverhältnisse:

7. a) Tag der letzten Eintragung:

13.04.2023