



Gobierno de Puerto Rico
Government of Puerto Rico

REGISTRO DE CORPORACIONES

MAR 11 2021

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**CERTIFICADO DE ENMIENDA AL CERTIFICADO DE ORGANIZACION
DE UNA COMPAÑÍA DE RESPONSABILIDAD LIMITADA**

*CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF ORGANIZATION
OF A LIMITED LIABILITY COMPANY*

Registro Número: 452327
Register number

☒ X Doméstica Foránea Estadounidense Foránea No Estadounidense
Domestic US Foreign Non US Foreign

PRIMERO: El (Los) Artículo(s) _____ del Certificado de Organización de una compañía de responsabilidad limitada, organizada bajo las leyes del Gobierno de Puerto Rico, queda(n) enmendado(s) para que lea(n) como sigue:

FIRST: The Article(s) II of the Certificate of Organization a limited liability company organized pursuant to the laws of the Government of Puerto Rico, has(have) been amended so that it(they) read(s) as follows:

The registered agent is

CT Corporation

361 San Francisco Street, 4th Floor

San Juan, PR 00901

SEGUNDO: Dicha(s) enmienda(s) fue(ron) adoptada(s) por el (los) miembro(s) o el (los) administrador(es), de la compañía de responsabilidad limitada de acuerdo a lo establecido en el contrato de la compañía.

SECOND: That said amendment(s) was (were) adopted by the member(s) or administrator(s) of the limited liability company, as established in the company contract.

EN TESTIMONIO DE LO CUAL, Yo, _____, como miembro o administrador la compañía, juro que los datos contenidos en este Certificado son ciertos, hoy día, _____ del mes de _____ del año _____.

IN WITNESS WHEREOF, I, Limarie Reyes Molinaris member or administrator who signs this Certificate hereby swear that the facts herein stated are true, this 2 day of February, 2021.

DocuSigned by:

EA0E0C1E00454E4
Oficial Autorizado / Authorized Officer

IMPORTANTE: Además de los derechos dispuestos para las Compañías de Responsabilidad Limitada, se pagarán al, y serán cobrados por el Secretario de Estado los siguientes:

- ☐ \$500.00 adicionales por cualquiera de los servicios que se requieran para dos (2) horas.
- ☐ \$200.00 adicionales por cualquiera de los servicios que se requieran en el mismo día que se soliciten.
- ☐ \$100.00 adicionales por cualquiera de los servicios que se requieran dentro veinticuatro (24) horas de que se soliciten.

Cifra de Ingreso

R-4391 \$ 50.00
R-4392 \$ 30.00
\$ 80.00
(esta cifra incluye el costo de la certificación)

**WRITTEN CONSENT OF THE SOLE MEMBER
OF
G CLUB OPERATIONS LLC**

January 28, 2021

The undersigned, being the sole member (the "Sole Member") of G Club Operations LLC, a Puerto Rico limited liability company (the "Company"), pursuant to the provisions of the Puerto Rico General Corporations Act of 2009, as amended, and that certain Operating Agreement of the Company effective as of November 24, 2020 (the "Agreement"), hereby consents to and approves the following resolutions and each and every action affected thereby:

WHEREAS, that the registered agent of the Company, Compliance Resource Group Inc., has presented its resignation as registered agent of the Company, such resignation effective as of December 2, 2020 ("Effective Date"); and

WHEREAS, Section 2.5 of the Agreement provides that Sole Member shall have the authority, from time to time as deemed advisable, to appoint such any other person or persons to serve as the registered agent of the Company.

NOW, THEREFORE, IT IS:

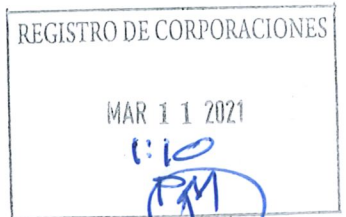
RESOLVED, that, the Sole Member accepts the resignation of Compliance Resource Group Inc. as the registered agent of the Company, such resignation as of the Effective Date;

FURTHER RESOLVED, that, as of the Effective Date, Compliance Resource Group Inc. shall no longer act as the registered agent of the Company;

FURTHER RESOLVED, that, as of the Effective Date, the registered agent for the Company shall be C T Corporation, which is located at the following address: 361 San Francisco Street, 4th Floor, San Juan, Puerto Rico 00901;

FURTHER RESOLVED, that an amendment of the certificate of organization of the Company (the "Amendment") to reflect the aforementioned changes in the Company's registered agent be and is hereby authorized and approved by the Sole Member; and

FURTHER RESOLVED, that C T Corporation, Limarie Reyes Molinari or Claudia G. Motta, Esq., are hereby authorized, empowered and directed on behalf and in the name of the Company, on such terms and conditions as such persons may deem proper or necessary, to file (or cause to be filed) the Amendment with the Department of State of the Commonwealth of



Puerto Rico, and to execute and deliver, or cause to be executed, delivered and filed, any and all such documents, instruments, certificates, and notices to and consents, on behalf and in the name of the Company or otherwise, as such persons may deem proper or necessary to effect or carry out the purposes and intent of the foregoing resolutions.

This written consent shall be filed in the minute book of the Company and become a part of the records of the Company.

* * * *

[SIGNATURE PAGE FOLLOWS]

[Signature Page to Written Consent of the Sole Member of G Club Operations LLC]

IN WITNESS WHEREOF, the undersigned has caused this written consent to be executed as of the date first written above.

G CLUB INTERNATIONAL
LIMITED (BVI), the Sole
Member

By: _____



Name: Haoran He

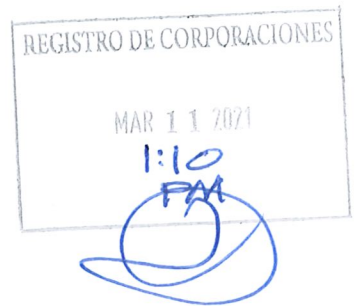
Title: Ultimate

Beneficial Owner

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Gobierno de Puerto Rico
Government of Puerto Rico



**CERTIFICADO DE ENMIENDA AL CERTIFICADO DE ORGANIZACION
DE UNA COMPAÑÍA DE RESPONSABILIDAD LIMITADA**

*CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF ORGANIZATION
OF A LIMITED LIABILITY COMPANY*

Registro Número: 452327
Register number

☒ Doméstica ☐ Foránea Estadounidense ☐ Foránea No Estadounidense
Domestic US Foreign Non US Foreign

PRIMERO: El (Los) Artículo(s) _____ del Certificado de Organización de una compañía de responsabilidad limitada, organizada bajo las leyes del Gobierno de Puerto Rico, queda(n) enmendado(s) para que lea(n) como sigue:

FIRST: *The Article(s)* III, IV, and V *of the Certificate of Organization a limited liability company organized pursuant to the laws of the Government of Puerto Rico, has(have) been amended so that it(they) read(s) as follows:*

See attached Exhibit A

SEGUNDO: Dicha(s) enmienda(s) fue(ron) adoptada(s) por el (los) miembro(s) o el (los) administrador(es), de la compañía de responsabilidad limitada de acuerdo a lo establecido en el contrato de la compañía.

SECOND: *That said amendment(s) was (were) adopted by the member(s) or administrator(s) of the limited liability company, as established in the company contract.*

EN TESTIMONIO DE LO CUAL, Yo, _____, como miembro o administrador la compañía, juro que los datos contenidos en este Certificado son ciertos, hoy día, _____ del mes de _____ del año _____.

IN WITNESS WHEREOF, I, Limarie Reyes Molinaris, Chief Executive Officer *member or administrator who signs this Certificate hereby swear that the facts herein stated are true, this* 9 *day of* March, 2021.

Oficial Autorizado / Authorized Officer

IMPORTANTE: Además de los derechos dispuestos para las Compañías de Responsabilidad Limitada, se pagarán al, y serán cobrados por el Secretario de Estado los siguientes:

- ☐ \$500.00 adicionales por cualquiera de los servicios que se requieran para dos (2) horas.
☐ \$200.00 adicionales por cualquiera de los servicios que se requieran en el mismo día que se soliciten.
☐ \$100.00 adicionales por cualquiera de los servicios que se requieran dentro veinticuatro (24) horas de que se soliciten.

Cifra de Ingreso

R-4391 \$ 50.00
R-4392 \$ 30.00
\$ 80.00
(esta cifra incluye el costo de la certificación)

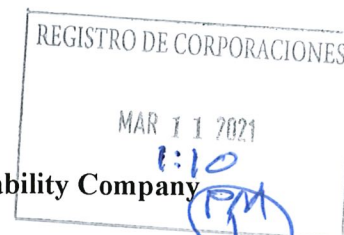


Exhibit A

Certificate of Amendment to the Certificate of Organization of a Limited Liability Company

Article III – Nature of Business

Membership service with access to events, concierge services, benefits and special member pricing to our associates. The Company may also engage in any and all other activity authorized under the laws of the Commonwealth of Puerto Rico.

Article IV – Authorized Person

The name, street and mailing address of each Authorized Person is as follows:

*Name: Ana C. Izquierdo Henn, Esq.
Street Address: 63 Calle Palmeras, Piso 14, San Juan, PR 00901
Mailing Address: 63 Calle Palmeras, Piso 14, San Juan, PR 00901
Email: notices@gclubs.com*

Article V – Administrator

If the faculties of the Authorized Persons will end upon the filing of the Certificate of Formation of a Limited Liability Company, the names, physical and mailing address of the persons who will act as Administrators until the first annual meeting of the members or until their successors replace them are as follows:

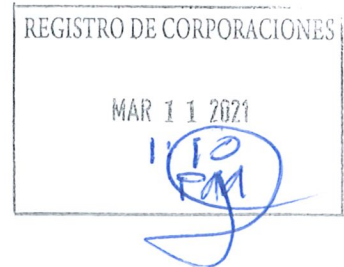
*Name: Limarie Reyes Molinaries
Street Address: 63 Calle Palmeras, Piso 14, San Juan, PR 00901
Mailing Address: 63 Calle Palmeras, Piso 14, San Juan, PR 00901
Email: notices@gclubs.com
Expiration Date: Indefinite*

WRITTEN CONSENT OF THE SOLE MEMBER

OF

G CLUB OPERATIONS LLC

March 8, 2021



The undersigned, being the sole member (the "Sole Member") of G Club Operations LLC, a Puerto Rico limited liability company (the "Company"), in accordance with the provisions of the Puerto Rico General Corporations Act of 2009, as amended, (the "Act") and that certain Operating Agreement of the Company effective as of November 24, 2020 (the "Agreement"), hereby consents to and approves the following resolutions and each and every action affected thereby:

WHEREAS, the Company was formed by filing a certificate of formation with the Puerto Rico Department of State on October 7, 2020 ("Certificate of Formation");

WHEREAS, Section 6.2 of the Agreement provides that each officer of the Company shall be appointed by resolution of the member(s) of the Company, shall have the specific powers delegated by such resolution and/or the powers implied by the nature of his/her title, and shall hold his or her respective office unless and until such officer is removed by the member(s) of the Company;

WHEREAS, Section 6.1(a) and Section 6.2 of the Agreement provide that the Company's Chief Executive Officer (CEO) and Manager is Ziyang Liu;

WHEREAS, per the Written Consent of the Sole Member of the Company dated January 21, 2021, effective as of February 1, 2021, Ziyang Liu's was replaced as CEO by Limarie Reyes Molinaris, but not as Manager (Administrator) per Section 6.1 of the Agreement, and the Sole Member wishes to appoint Limarie Reyes Molinaris as Manager (Administrator) of the Company;

WHEREAS, Section 9.4 of the Agreement provides that any amendment to the Certificate of Formation of the Company must be approved by the Sole Member;

WHEREAS, the Sole Member deems it in the best interest of the Company to designate a Manager (administrator) and an authorized person to substitute Sheng (Helen), Qinghua and Maria G. Diez, respectively, and to revoke the authority given to the former administrator and the former authorized person of the Company;

WHEREAS, the Sole Member deems it in the best interest of the Company to amend the purposes and nature of business for which such Company was organized;

WHEREAS, as a result of the foregoing designations, the Company is required to amend its Certificate of Formation ("Certificate of Amendment");

NOW, THEREFORE, IT IS:

RESOLVED, that Article III of the Certificate of Formation be and is hereby amended in its entirety as follows:

Article III – Nature of Business

Membership service with access to events, concierge services, benefits and special member pricing to our associates. The Company may also engage in any and all other activity authorized under the laws of the Commonwealth of Puerto Rico.

FURTHER RESOLVED, that, effective as of February 1, 2021 (the “Effective Date”), **Sheng (Helen), Qinghua** shall no longer act as the Manager (Administrator) of the Company and all power and authority given to such individual in such capacity revoked effective as of the Effective Date;

RESOLVED, that, effective as of February 12, 2021, **Maria G. Diez** shall no longer act as the Authorized Person of the Company and all power and authority given to such individual in such capacity revoked effective as of February 12, 2021;

FURTHER RESOLVED, that, as of the Effective Date, the following individual is hereby appointed by the Sole Member to serve as Manager (Administrator) of the Company within the meaning of the Act and the Agreement until her successor has been duly elected and qualified, or until her earlier removal, resignation, death or disability:

Limarie Reyes Molinaris

FURTHER RESOLVED, that the above designation shall constitute a delegation to the aforementioned individual of the authorities and duties assigned to an Administrator and/or the powers implied by the nature of such title.

FURTHER RESOLVED, that, as of February 22, 2021, the following individual is hereby appointed by the Sole Member to serve as Authorized Representative and Custodian of Records of the Company, pursuant to the terms of the Agreement until her successor has been duly elected and qualified, or until her earlier removal, resignation, death or disability:

Ana C. Izquierdo Henn

FURTHER RESOLVED, that the Authorized Representative shall have such authority and duties as may be assigned by the Sole Member and/or the Administrator from time to time;

RESOLVED, that Article IV of the Certificate of Formation be and is hereby amended in its entirety as follows:

Article IV – Authorized Person

The name, street and mailing address of each Authorized Person is as follows:

Name: Ana C. Izquierdo Henn

Street Address: 63 Calle Palmeras, Piso 14, San Juan, PR 00901

Mailing Address: 63 Calle Palmeras, Piso 14, San Juan, PR 00901

Email: notices@gclubs.com

RESOLVED, that Article V of the Certificate of Formation be and is hereby amended in its entirety as follows:

Article V – Administrator

If the faculties of the Authorized Persons will end upon the filing of the Certificate of Formation of a Limited Liability Company, the names, physical and mailing address of the persons who will act as Administrators until the first annual meeting of the members or until their successors replace them are as follows:

Name: Limarie Reyes Molinaries

Street Address: 63 Calle Palmeras, Piso 14, San Juan, PR 00901

Mailing Address: 63 Calle Palmeras, Piso 14, San Juan, PR 00901

Email: notices@gclubs.com

Expiration Date: Indefinite.

FURTHER RESOLVED, that the Sole Member deems it in the best interest of the Company to assign the following electronic mail address as the Company's electronic mail address for purposes of the Department of State electronic records: *notices@gclubs.com*.

FURTHER RESOLVED, that **Limarie Reyes Molinaris**, Chief Executive Officer and Manager (Administrator) of the Company, be and is hereby authorized, empowered and directed on behalf and in the name of the Company, on such terms and conditions as such person may deem proper or necessary, to execute and deliver the Certificate of Amendment and to execute and deliver, or cause to be executed, delivered and filed, any and all such documents, instruments, certificates, and notices to and consents, on behalf and in the name of the Company or otherwise, as such person may deem proper or necessary to effect or carry out the purposes and intent of the foregoing resolutions;

FURTHER RESOLVED, that Ana C. Izquierdo, Claudia G. Motta and/or Fernando Ortiz, acting singly, be and are hereby authorized, empowered and directed on behalf and in the name of the Company, on such terms and conditions as such person may deem proper or necessary, to file (or cause to be filed) the Certificate of Amendment with the Department of State of the Commonwealth of Puerto Rico, and to file, or cause to be filed with the Department of State of the Commonwealth of Puerto Rico, any and all such documents, instruments, certificates, and notices to and consents, on behalf and in the name of the Company or otherwise, as such person may deem proper or necessary to effect or carry out the purposes and intent of the foregoing resolutions.

This written consent may be executed and delivered (including by electronic signature and transmission) in counterparts, each of which when executed and delivered shall be deemed to be an original but all of which when taken together shall constitute one and the same instrument. This written consent shall be filed in the minute book of the Company and become a part of the records of the Company.

* * * *

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has caused this written consent to be executed as of the date first written above.

GCLUB INTERNATIONAL LIMITED (BVI)

By: 

Name: Haoran He

Title: Ultimate Beneficial Owner

[Signature Page to Written Consent of the Sole Member of G Club Operations LLC]

GT CLUB OPERATIONS LLC

Nº. 452327

MAR. 11, 2021

