

GUIDE FOR FOREIGN INVESTORS

Ministry of Industry, Foreign Trade and Services
Special Secretariat for Micro and Small Companies

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FEDERATIVE REPUBLIC OF BRAZIL

President of the Republic - Michel Temer

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Introduction

Pursuant to Article 1,134 of the Brazilian Civil Code, Federal Government authorization is required for foreign companies to operate in national territory. Nonetheless, the law grants foreign companies permission to participate in the corporate structure of Brazilian companies regardless of Federal Government authorization. More specifically, in order to operate within national territory, a foreign company has two options: (i) to undergo the authorization process for the installation and operation of a subsidiary, branch, agency or establishment in Brazil (see Normative Ruling DREI nº 7, 2013); and (ii) to create a national company or become a partner or shareholder of a Brazilian company (see Normative Ruling DREI No. 34 and 38, 2017).

The first case provides not for a new company to be established in Brazil, but for an extension to Brazil of the business activities that operate in a foreign country. The second case provides for a new company to be established, composed of shareholders or foreign partners. It is important to emphasize that in the latter situation, from the national technical-legal point of view, the company will be subject to the rules and regulations of the Brazilian legal system. It will be considered a national company that is controlled by a company with headquarters abroad.

In this context, this guide aims to advise potential foreign investors on how to operate in Brazilian national territory, as well as to facilitate in understanding the legal rules and DREI Normative Rulings, with the purpose of avoiding redundant requirements and costs from duplicated work.

It is important to note that the guidelines in this booklet do not overlap with legislation that regulates these issues.



Chapter I

**Activities of a foreign company
subsidiary, branch, agency or
establishment in Brazil**

According the terms of item X from art. 4 from Law No. 8,934 from November 18, 1994, the Department of Business Registration and Integration, with no prejudice to the jurisdiction of other federal agencies, shall instruct and examine the authorization procedures for the nationalization or installation of a foreign company subsidiary, agency, branch or establishment in the Country.

Thus, any foreign company wishing to establish itself in Brazil, or in the advent of obtaining such authorization, undertakes to carry out changes in the contract or statute, the company must first request **prior authorization from the Special Secretariat of Micro and Small Companies from the Ministry of Industry, Foreign Trade and Services¹**.

In summary, the governmental authorization procedure for foreign companies works in the following way:

- **Submission of the authorization request (Arts. 1º and 2º Normative Ruling DREI Nº 7, FROM 2013):**

The foreign business company shall complete the authorization process (installation, operation, alteration, cancellation or nationalization) with an application addressed to the Special Secretariat of Micro and Small Companies from the Ministry of Industry, Foreign Trade and Services, and should present the necessary documentation that is required according to each case.

IMPORTANT!

- * Every document must be delivered in two copies (one original and one copy), and at the end of the process the copy will be returned to the company.
- * All documents coming from abroad must be delivered legalized and certified by the Brazilian consular authority or recorded under the terms of the Hague Convention.

1 Currently, the competence is of the Special Secretary of the Micro and Small Enterprise by virtue of Decree No. 8803 of July 6, 2016 and Ordinance No. 1,391, of July 11, 2016.

Exceptions: Brazil / Argentina Agreement from October 16, 2003;

Brazil/France Agreement (Decree nº 3.598, from 15/9/2000

- * Along with the original documents, respective translations must be delivered, made by an official public translator enrolled in any Brazilian Trade Board - art.11 and single paragraph of Normative Ruling DREI nº 7, from 2013.
- * The authorization application must be registered at the Department of Business Registration and Integration- DREI, in the following address: **SAUS Quadra 2 Lote 1/A, Brasília – DF, CEP 70.070-020.**

- **Process analysis from DREI (Art. 15 from IN DREI nº 7, from 2013):**

The documentation will be instructed and examined by the DREI that will declare whether or not the request is approved.

IMPORTANT!

- * In the event that there is no legal formality, the process will immediately be enforced (§§ 1 to 3 of art. 15 from Normative Ruling DREI nº 7, from 2013).
- * The company will be notified and will have the time frame of 60 (sixty) days to fulfill the requirement.
- * It is important that the foreign company, in its application, provides its telephone number, address and e-mail for future communications.

- **Analysis of the case by CONJUR-MDIC / CGU / AGU:**

Once the documentation is in order, the Department of Business Registration and Integration **along with the Ministry of Industry, Foreign Trade and Services, will forward the process to Legal Advisory, a sectoral body from the Attorney General²'s Office**, pursuant to art. 5 of Decree 9.260, from December 29, 2017, which

2 The Attorney General's Office is an institution that represents the Union, its agencies and public foundations, judicially and extrajudicially, be it directly or through connected organs. Its activities include advisory and judicial consultancy of Executive Power.

approved the Internal Regulation of the Ministry of Industry, Foreign Trade and Services. Legal Advisory is the competent body to provide legal advice and consultancy, within the scope of the Ministry.

CONJUR-MDIC / CGU / AGU analyzes the legal aspects of the process and will respond by approving or disapproving the request.

- **Sent to the Special Secretary for Micro and Small Companies:**

After the DREI and CONJUR-MDIC / CGU / AGU analysis is carried out, the process will be submitted to the Special Secretariat of Micro and Small Companies, which then will authorize or unauthorize the foreign company's request.

IMPORTANT!

- * DREI and CONJUR-MDIC / CGU / AGU will submit a report with their opinion; that is, the power to authorize or not the request is exclusively in the hands of the Executive Power, through the Special Secretary for Micro and Small Companies.
- * Government authorization occurs through an Ordinance published in the Federal Official Gazette.

- **Archived at the Commercial Registry (Art. 5º from Normative Ruling DREI nº 7, from 2013):**

Once authorized, the foreign company should archive its registry at the Commercial Registry.

IMPORTANT!

- * DREI will contact the company's legal representative and will return one copy of each document, all legally authenticated. Then, the foreign company should take that registry to the Commercial Registry of the Federative Unit (state) where the subsidiary will be located.
- * The corporate purpose that is described in the document to be archived at the registration organ must be identical to the one that appears in the authorization Ordinance.

Any questions regarding procedures and documentation can be presented to the Department of Business Registration and Integration – DREI:

E-mail: drei@mdic.gov.br

Telephone numbers: (61) 3411-8320 / 8309

1. Installation and operation

- Arts. 1.134 to 1.138 of the Civil Code.
- Arts. 1º to 5º from Normative Ruling DREI nº 7, from 2013.

- Necessary documentation:

- a) Application submitted to the Special Secretary of Micro and Small Companies from the Ministry of Industry, Foreign Trade and Services (arts. 1º and 2º from Normative Ruling DREI nº 7/2013);

See item 5.1.

- b) Corporate Deliberation act on the installation of a subsidiary, branch, agency or establishment in Brazil (art. 2º, I c/c art. 3º from Normative Ruling DREI nº 7/2013);

Corporate deliberation act where the foreign company (according to its legislation) deliberates for the inauguration of its branch in Brazil. This document must necessarily contain:

- the activities that the company wishes to conduct in Brazil, according to its Articles of Incorporation;
- the amount of capital, in Brazilian currency, that will be destined to the operations in Brazil.
- * In this document the legal representative can already be designated (item 'd').

IMPORTANT!

- * The foreign company may not execute in Brazil the activities that are in its Articles of Incorporation but that are forbidden for foreign companies, and may only perform those activities that have obtained previous approval from a governmental organ - art. 12 from Normative Ruling DREI nº 7, from 2013.
- * The Articles of Incorporation described in the document to be archived at the registration body must be identical to the one that appears in the authorization Ordinance.
- * The foreign company will operate in Brazil with its company name. However, it may add the expression "of Brazil" or "for Brazil" – art. 13 from Normative Ruling DREI nº 7, from 2013.
- * We suggest verifying Normative Rulings DREI nº 14/2013 and 34/2017, where the specific rules for foreign companies are outlined.

c) Entire content of the contract or bylaws (art. 2º, II from Normative Ruling DREI nº 7/2013);

Updated contract or bylaws of the interested foreign company that is duly registered in its country of origin.

d) List of partners or shareholders, with the names, professions, addresses and number of quotas or shares, except for situations where, because of the applicable legislation, it is impossible to fulfill this demand. (art. 2º, III from Normative Ruling DREI nº 7/2013);

Document containing a list of all the partners or shareholders, as well as a list with the members from all the administrative bodies of the company.

e) Proof that the company is legally constituted in its country of origin (art. 2º, IV from Normative Ruling DREI nº 7/2013);

Document issued by the registry organ from the company's country of origin.

f) Corporate act on the nomination of the Brazilian representative, followed by power of attorney to accept the conditions that are granted in the authorization, and full power to manage any issues that may arise and resolve them definitively, liable to be sued and summoned in the name of the company. (art. 2º, V c/c art. 4º from Normative Ruling DREI nº 7/2013);

Corporate act in which the foreign company nominates and grants powers to an individual, which will be its representative in Brazil.

IMPORTANT!

- * The legal representative can be a foreigner, but must, however, be living in and have a home address in Brazil (these files should be presented along with the supporting documentation).

In the power of attorney statement, it should clearly state the concession of full powers to accept the conditions that are given in the authorization in Brazil, and to manage any issues that may arise and solve them definitively, including to be summoned and to receive initial citations by the company.

In the power of attorney statement there may be no expiration date or transfer of powers.

g) Statement of acceptance from the representative in Brazil where the conditions granted by the Federal Government authorization for the installation and operation are accepted (art. 2º, VI from Normative Ruling DREI nº 7/2013);

See item 5.2.

h) Final balance sheet (art. 2º, VII from Normative Ruling DREI nº 7/2013); and

i) Service payment form (art. 2º, VII from Normative Ruling DREI nº 7/2013).

Proof of DARF (Inland Revenue Collection Document) payment (code 6621 in the amount of R\$ 240,00).

- **New subsidiaries:**

After having received the authorization to operate, a second authorization for opening subsidiaries or other branches is not required, as provided in §§ 1º and 2º of art. 5º from Normative Ruling DREI nº 7/2013.

- In the same federative unit:

A foreign corporation must archive only the documents that are foreseen in item IV of this article and item I from article 2 of this Normative Ruling , followed by the powers of attorney statement, if needed.

- In a different federative unit:

The documents mentioned in the previous paragraph should be archived at the Commercial Registry where the subsidiary headquarters are located. Documents that should be archived at the Commercial Registry in the location of the new subsidiary, include a simplified certification or an authenticated copy of the corporate act document that is archived at the other Commercial Registry.

- **Legal Publications:**

The foreign company should disclose the financial statements of its global activities. These should be printed and reproduced in the Federal Official Gazette and

the Official State Gazette where it is situated. This includes mandatory publications, according to the laws of the company's country of origin, regarding its financial statements at the end of every year and Administrative corporate acts.

In addition, the company must publish the financial statements and the economic results of its subsidiaries and branches, according to the type of corporate structure that it adopted in the country. (art. 6º from Normative Ruling DREI nº 7/2013).

2. Changes in the contract or Articles of Incorporation

- Art. 1.139 of the Civil Code.
- Arts. 7º and 14 of Normative Ruling DREI nº 7, from 2013.

- **Necessary documentation:**

a) Application submitted to the Special Secretary of Micro and Small Companies from the Ministry of Industry, Foreign Trade and Services (art. 7º, I from Normative Ruling DREI nº 7/2013);

b) Corporate deliberation act that provided for the change (art. 7º, from Normative Ruling DREI nº 7/2013);

c) Service payment form (art. 7º, III from Normative Ruling DREI nº 7/2013).

Proof of DARF (Inland Revenue Collection Document) payment - code 6621 in the amount of R\$ 160,00.

- **Changes that depend on previous approval from the Executive Power:**

Any change in the contract or in the articles of incorporation, which will produce effects within Brazilian territory, will depend on previous approval from the Executive Power. To exemplify situations where this is required, we may list:

- Any change in the contract or in the Articles of Incorporation of the **foreign corporate company**, especially changes of: addresses, activities, denomination, partners or shareholders, administrative members, mergers, incorporations, or divisions.
- Any change that may interfere with the data from the **foreign company's subsidiary**, such as:
 - changes in activities/corporate purpose;
 - increase or decrease of the designated corporate capital;
 - change of the legal representative;
 - change in the company's name.

OBSERVATIONS:

- * The corporate purpose described in the instrument to be archived at the registration body must be identical to the one that appears in the authorization Ordinance.
- * If there is a change in the address of the Brazilian branch, previous approval is not needed. A notification to DREI with the new address will suffice, mainly to update the registry.

3. Cancellation of the installation and operation authorization

- Art. 1.139 of the Civil Code.
- Arts. 8º and 14 from Normative Ruling DREI nº 7, from 2013.

- **Necessary documentation:**

a) Request submitted to the Special Secretary of Micro and Small Companies from the Ministry of Industry, Foreign Trade and Services

b) Corporate deliberation act on the cancellation;

c) Service Payment form.

Proof of DARF (Inland Revenue Collection Document) payment - code 6621 in the amount of R\$ 160,00.

4. Nationalization of a foreign company

- Art. 1.141 of the Civil Code.

- Arts. 9º and 10 from Normative Instruction DREI nº 7, from 2013.

The nationalization of a foreign company occurs when the same decides to transfer its headquarters to Brazil. In this case, the foreign company will already have received authorization for the installation and operation of a subsidiary, branch, agency or establishment in Brazil.

- **Necessary Documentation:**

a) Request submitted to the Special Secretary of Micro and Small Companies from the Ministry of Industry, Foreign Trade and Services (art. 9º, I from Normative Ruling DREI nº 7/2013);

b) Corporate deliberation act on nationalization (art. 9º, II from Normative Ruling DREI nº 7/2013);

c) Articles of Incorporation or Bylaws, depending on the case, elaborated in compliance with Brazilian Law (art. 9º, III from Normative Ruling DREI nº 7/2013);

Observe Normative Ruling DREI nº 38/2017.

d) Proof of capital transferred in accordance to what is stated in the contract or bylaws (art. 9º, IV from Normative Ruling DREI nº 7/2013);

e) Declaration of acceptance from the representative in Brazil in which the conditions under which nationalization authorization will be granted by the Federal Government (art. 9º, V from Normative Ruling DREI nº 7/2013);

f) Guia de recolhimento do preço do serviço (art. 9º, VI from Normative Ruling DREI nº 7/2013).

Proof of DARF (Inland Revenue Collection Document) payment - code 6621 in the amount of R\$ 175,00.

5. Template suggestions

5.1. Request for authorization or approval submitted to the Special Secretary of Micro and Small Companies from the Ministry of Industry, Foreign Trade and Services

DEAR MR/MRS SPECIAL SECRETARY OF MICRO AND SMALL COMPANIES FROM THE MINISTRY OF INDUSTRY, FOREIGN TRADE AND SERVICES

NAME OF THE FOREIGN COMPANY, address, in this act represented by its legal representative (name, nationality, status, profession, identification, CPF, home address), according to the provisions of art. 1,134 of the Civil Code and Normative Ruling DREI no7, from 2013, REQUIRES authorization for the installation and operation of a subsidiary (branch, agency or establishment) in Brazil, which for this reason the following documents are presented, which are indispensable:

I. Corporate deliberation act on the installation of a subsidiary, branch, agency or establishment in Brazil.

II. Entire content of the contract or the Articles of Incorporation.

III. List of partners or shareholders with their names, professions, home addresses and number of shares or quotas, except for when, due to applicable legislation, it is impossible to comply with this requirement.

IV. Proof that the company is legally incorporated under the law of its country of origin.

V. Corporate deliberation act containing the representative in Brazil, accompanied by the power of attorney to accept the conditions under which the authorization is given, along with full powers to manage any issues that may arise and to resolve them definitively, liable to be sued and summoned in the name of the company.

VI. Statement of acceptance from the representative in Brazil where the conditions granted by the Federal Government authorization for the installation and operation are accepted.

VII. Latest balance sheet.

VIII. Service payment form.

Location and date.

Name

Legal Representative

Contact data: phone, address and email.

Attach Power of Attorney, if attorneys were appointed to file the application.

5.2. Statement by the legal representative accepting the conditions under which authorization is given

STATEMENT

I [NAME OF THE LEGAL REPRESENTATIVE], [NATIONALITY], holder of the identity document [TYPE OF DOCUMENT, DOCUMENT NUMBER, DOCUMENT DATE OF EMISSION], CPF [CPF NUMBER], residing at [COMPLETE ADDRESS AND ZIP CODE], hereby ACCEPT the conditions under which the Federal Government authorizes the installation and operation of the subsidiary (branch, agency or establishment) in Brazil of the company [NAME, ADDRESS], pursuant to DREI Normative Ruling 7, from December 5, 2013.

Location and date.

[NAME]

LEGAL REPRESENTATIVE



Chapter II

Participation of foreigners in a Brazilian Company

Pursuant to Article 8, item I, c / c Art. 32 of Law No. 8,934 from November 18, 1994, the Commercial Registry is responsible for filing the documents related to the constitution, alteration, dissolution and extinction of individual companies and corporate companies, as well as the document acts concerning foreign commercial companies authorized to operate in Brazil.

Thus, a foreign individual or company that wishes to join a company or join the corporate structure of a Brazilian company must file and register the contract or the Articles of Incorporation at the Commercial Registry of the respective State where the company is to be located. It is important to note that, unlike opening a branch office, no prior governmental authorization is required.

We highlight that through Law 11,598, from 2007-which establishes guidelines and procedures for a more simplified and integrated registration and legalization process for businessmen and legal entities, and also creates the National Network for Simplified Registration and Legalization for Companies and Business - REDESIM- the process of opening companies in Brazil is done at the Commercial Registry, the body responsible for integrating the registry with the other legalization bodies.

The documentation required for company registration is established in the Annexes to Normative Ruling DREI nº 38, from 2017. In summary, the procedure works as follows:

- **Filing at the Commercial Registry- Art. 36 of Law No. 8,934 from 1994**

The interested party initiates the process at the Commercial Registry with all the necessary documentation (according to the legal entity type - see annexes of Normative Ruling DREI nº 38, from 2017).

IMPORTANT!

- * In the case of foreigners, DREI Normative Ruling No. 34, from March 3, 2017, should be observed.
- * Foreigners residing in Brazil must present: identity document, visa and permanent residence. Non-residents and legal entities must present: power of attorney granting powers to the representative in Brazil; identity document, and in the case of a company, proof of its legal existence and a statement confirming that the country of origin's legislation has been respected.
- * All documents coming from abroad must be delivered legalized and certified by the Brazilian consular authority or recorded under the terms of the Hague Convention.

Exceptions: Brazil / Argentina Agreement of October 16, 2003;

Brazil / France Agreement (Decree No. 3,598, from 9/15/2000).

*** Along with the original documents, respective translations must be delivered, made by an official public translator enrolled in any Brazilian Commercial Registry- art. 11 and single paragraph from Normative Ruling DREI nº 7, from 2013.**

***We suggest that you verify the Normative Rulings DREI nºs 14/2013 and 34/2017, where the specific rules for foreigners can be found.**

• Commercial Registry Analyses the process - Arts. 40 and 41 of Law No. 8,934 from 1994

The documentation will be analyzed by the Commercial Registry. Once all legal formalities and requirements established by law have been complied with, the process will be approved.

IMPORTANT!

- * If verified that there is an absence of any legal formality, the process will be placed in exigency. At this stage, the process returned to the user so that all pending issues may be remedied, after which it is referred to the Commercial Registry for further analysis.

Any doubts regarding the procedure and documentation may be remedied directly at the respective Commercial Registry.

1. Main company types

1.1. Individual Businessman

- Arts. 966 to 980 of the Civil Code.
- Annex I of Normative Ruling DREI No. 38, from 2017.

The Individual Businessman is a person (individual) who exercises a business in his/her own name.

• Necessary documentation

Businessman Application
Authenticated copy of identity document
Original copy of viability consultation document or Business Name Search (prior search) after which the Commercial Registry will enter it into the integration system.
DBE - Basic Entry Document from the Federal Revenue Service of Brazil.
Proof of payment: Service payment form from the Commercial Registry; and DARF / National Companies Registry (code 6621).

- **Establishment Instrument**

Businessman application (available on the DREI website).

- **Composition**

Only for a businessman- individual Brazilian or foreigner. The Businessman Application form will contain a declaration of clearance for the exercise of the business activity and a statement that confirms the absence of any other business registry in the country.

- **Company Name**

Signature: The individual businessman may use only his/her own name as a company name, subsequently adding, if so desired or when there is already an identical or similar business name, a more precise designation of his/her person or his/her activity.

- **Capital Stock**

Declare the value of outstanding capital of the businessman's assets, expressed in Brazilian currency.

- **Liability**

Unlimited, that is, the responsibility of the owner is mutually joined with that of the company, because the assets of the individual person and the individual businessman are the same.

1.2. Limited company

- Arts. 1,052 to 1,087 of the Civil Code.
- Annex I of Normative Ruling DREI No. 38, from 2017.

Limited company is made up of two or more individuals or companies, where the liability of each partner is restricted to the value of their quotas, all of which are jointly and equally liable for the payment of the capital stock.

• Necessary documentation

Application signed by an administrator, partner or attorney-in-fact with general or specific powers, or by an interested third party, duly identified with his/her full name, identity document and CPF.
Articles of Incorporation, signed by the partners or their attorneys-in-fact or full certificate of the Articles of Incorporation, when it becomes public.
Disclosure statement for the exercise of company management, signed by the administrator (s) designated in the contract, unless it appears in a clause of its own.
Original or authenticated copy of power of attorney, with specific powers, and if by private instrument, with a notarized signature, when the application, the Articles of Incorporation or the declaration referred to in the previous item is signed by an attorney-in-fact. If the grantor is illiterate, the power of attorney must be granted by a public instrument. Note: Attorneys -in-fact may, at the discretion of the interested party, only instruct the application or be archived in a separate process. In this last hypothesis, it must be done through payment of the due price for service.
Authenticated copy of the administrators' identity document.
Prior approval of a governmental body, when applicable.
National Registration Number - FCN (Ficha de Cadastro Nacional) , which may be exclusively electronic.
Original copy of viability consultation document or Business Name Search (prior search) after which the Commercial Registry will enter it into the integration system.
DBE - Basic Entry Document from the Federal Revenue Service of Brazil.
Proof of payment: <ul style="list-style-type: none">- Service payment form / Commercial Registry; and- DARF / National Business Registry (code 6621).

- **Establishment Instrument**

Articles of Incorporation

- **Composition**

Two or more partners, individuals or legal entities/companies (Brazilian or foreign).

- **Company Name**

Signature: name of one or more partners (simply by adding to one of the names the expression “and company” or “Company”) + “Limited” or “LTDA.”; or

Denomination: commercial name + object of the company + “Limited” or “LTDA.”.

- **Capital Stock**

The capital of the company is divided into quotas and must be expressed in Brazilian currency and may comprise any kind of assets, which may be subject to pecuniary valuation.

- **Management**

The management of the company will be carried out by one or more persons, partners or not, who are designated in the contract or in a separate act.

The appointment of a non-executive director shall be in the contract or in a separate act and will depend on the unanimous approval of the shareholders, as long as the capital is not fully paid up, and at least two-thirds after the payment.

A foreign administrator must be a resident of Brazil and must be free of any form of legal obstructions for the exercise of administration.

- **Liability**

Limited to paid-up capital. If the set amount is not fully paid, the members will be liable for the missing portions.

- **Dissolution / Termination**

The company termination or dissolution may come about through a public deed or private instrument, regardless of the form in which the act of incorporation was established. Archiving a termination/dissolution of the limited business company implies the extinction of existing affiliates.

1.3. Joint Stock Company

- Arts. 1,088 to 1,089 of the Civil Code.
- Law 6404 from 1976.

Annex III of Normative Ruling DREI No. 38, from 2017.

A joint stock company is one whose capital is divided into shares, and the liability of partners or shareholders will be limited to the price of emission of subscribed or acquired shares.

- **Necessary documentation**

Application signed by an administrator, partner or attorney-in-fact with general or specific powers, or by an interested third party, duly identified with his/her full name, identity document and CPF. 1,151 of the Civil Code).
Certificate or copy of the minutes from the incorporation meeting, authenticated by the directors or by the chairman and secretary of the meeting.
Articles of Incorporation, unless transcribed in the minutes and prospectus, in the case of public subscription.
Complete list of the share capital subscribers (list / bulletins / subscription letters).
Proof or bank deposit receipt of the capital that is held in cash. A deposit of at least 10% of the subscribed capital in cash is required.

Certificate or copy of the Minutes from the meeting for the election of experts or a specialized company, authenticated by the directors or by the chairman and secretary of the meeting, in the event that the capital is realized in assets, unless if the nomination is settled at meeting of incorporation.
Certificate or copy of the deliberation Minutes on the assets appraisal report, authenticated by the administrators or by the chairman and secretary of the meeting, unless the deliberation is contained in the incorporation minutes, and should be together with the aforementioned document, unless it is transcribed in the minutes.
Certificate or copy of the Minutes of preliminary general meetings, authenticated by the directors or by the chairman and secretary of the meeting, if any.
Copies of the Official Gazette and any main newspapers that have published the convocation announcement of the assembly of constitution and of the preliminary assemblies, if so be the case.
Official Gazette from the Union, State, Federal District or Municipality that contains the legislative authorization act, if the company is: a public company holding, mixed economy corporation, an agency or a public foundation.
Prior approval from a governmental body, when applicable.
Original or authenticated copy of power of attorney, with specific powers. If by a private instrument, it must contain a notarized signature when the application is signed by the attorney - in- fact. If the grantor is illiterate, the power of attorney must be granted by a public instrument. Note: Attorneys -in-fact may, at the discretion of the interested party, solely instruct the application or may be archived in a separate process. In this last hypothesis, it must be done through payment of the due price for service.
Authenticated copy of the directors' identity.
National Registration Number - FCN (Ficha de Cadastro Nacional) , which may be exclusively electronic.
Original copy of viability consultation document or Business Name Search (prior search) after which the Commercial Registry will enter it into the integration system.
DBE - Basic Entry Document from the Federal Revenue Service of Brazil.
Proof of payment: <ul style="list-style-type: none"> - Service payment form / Commercial Registry; and - DARF / National Business Registry (code 6621).

• Establishment Instrument

ARTICLES OF INCORPORATION

The Articles of Incorporation should be approved by Geaneral Assembly, which will include the regulatory structures of the corporation, that should rule over the elements of the company's existence, internal organization, operation and discipline of the relationship between shareholders and the corporate purpose.

- **Composition**

At least two individual or legal shareholders (Brazilian or foreign).

- **Company Name**

Name: commercial name or name of shareholder + object of company + “Corporation” or “SA” or “Company” or “Company” (this one never at the end).

- **Capital Stock**

The capital of the company is divided into quotas and must be expressed in Brazilian currency and may comprise any kind of assets, which may be subject to pecuniary valuation.

- **Management**

The management of the company will be, as provided in the bylaws, the responsibility of the board of directors and administration, or only to the administration.

- **Liability**

The liability of the partners or shareholders will be limited to the emission price of the subscribed or acquired shares.

- **Dissolution / Termination**

a) By full right:

- By the end of the term;
- In the cases provided for in the Articles of Incorporation;
- Through deliberation of the general assembly;

- If there is only one shareholder, except in the case of a wholly-owned subsidiary verified at an annual general meeting , and if the minimum of two is not reconstituted until the next ordinary general meeting of the following year;
- Through a legal demand for the extinction of the authorization to function;

b) Through a judicial decision;

- When its constitution is annulled, through an action proposed by any shareholder;
- When proven that it can not fulfill its purpose, in an action proposed by shareholders that represent five percent or more of the capital stock;
- In the event of bankruptcy, as provided for in the respective law;

c) Through the decision made by the competent administrative authority, in the cases and in the form provided by in the law.

1.4. Individual Limited Liability Company - ILLC

- Art. 980-A of the Civil Code.

Annex V of Normative Ruling DREI No. 38, from 2017.

Individual Limited Liability Company is a single person (individual or company) that is the holder of the total capital, duly paid, which shall not be less than 100 (one hundred) times the highest minimum wage in force in the Country.

• Necessary documentation

Application signed by an administrator, partner or attorney-in-fact with general or specific powers, or by an interested third party, duly identified with his/her full name, identity document and CPF. (art. 1,151 of the Civil Code).
<p>A charter, signed by the owner of the company or his attorney-in-fact, or certificate of the entire content of the Articles of Incorporation, when it comes into public form.</p> <ul style="list-style-type: none"> - In case the Commercial Registry is using the single-track filing system, follow the guidelines contained in Normative Ruling DREI 03/2013. - The conventional system of documents authentication is maintained until the Commercial Registry is no longer able to use the single track.
Disclosure statement for the exercise of company management, signed by the administrator (s) designated in the contract, unless it appears in a clause of its own. (1 paragraph of art. 1,011 of the Civil Code).
<p>Original or authenticated copy of power of attorney, with specific powers, and if by private instrument, with a notarized signature, when the application, the Articles of Incorporation or the declaration referred to in the previous item is signed by an attorney-in-fact. If the grantor is illiterate, the power of attorney must be granted by a public instrument.</p> <p>Note: Attorneys -in-fact may, at the discretion of the interested party, only instruct the application or be archived in a separate process. In this last hypothesis, it must be done through payment of the due price for service.</p>
Authenticated copy of the administrators' identity document.
Prior approval of a governmental body, when applicable.
National Registration Number - FCN (Ficha de Cadastro Nacional), which may be exclusively electronic.
1 (one) original copy of viability consultation document or Business Name Search (prior search) after which the Commercial Registry will enter it into the integration system.
DBE - Basic Entry Document from the Federal Revenue Service of Brazil.
<p>Proof of payment:</p> <ul style="list-style-type: none"> - Service payment form / Commercial Registry; and - DARF / National Business Registry (code 6621).

• Establishment Instrument

Constitutive act (private instrument).

• Composition

A titleholder, individual or company (Brazilian or foreign).

- **Company Name**

Signature: the holder of an individual company with Ltda.-ILLC liability may only adopt his/her own name as a signature, adding later, if he/she wants to or when there is already an identical or similar business name, a more precise designation of his person or his activity + “ ILLC”; or

Denomination: commercial name + object of the company + “ILLC”.

- **Capital Stock**

The capital of the company is divided into quotas and must be expressed in Brazilian currency and may comprise any kind of assets, which may be subject to pecuniary valuation.

The capital stock, duly paid in, shall not be less than 100 (one hundred) times the highest minimum wage in force in the country, with no need to update the capital by alteration and / or decision of the holder, when there is a change in the value established by the Federal Government.

The ILLC capital must be fully paid up at the time of incorporation and when future increases occur.

- **Management**

It shall be exercised by one or more persons designated in the instrument of incorporation.

A foreign administrator must be a resident of Brazil and must be free of any form of legal obstructions for the exercise of administration.

- **Liability**

Limited to the value of paid-up capital.

- **Dissolution / Termination**

The act of termination may take the form of a public deed or private instrument, regardless of the form in which the act of incorporation has taken place. The archiving of the ILLC act of extinction implies extinction of the existing branches.