

P02000101389

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: American Capital Financial Trading Corp.

DOCUMENT NUMBER: P02000101389

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Juan Carlos Zurita

Name of Contact Person

American Capital Financial Trading Corp.

Firm/ Company

2200 N Commerce Parkway, Suite 110

Address

Weston, FL 33326

City/ State and Zip Code

abarbeito@acfgroupus.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Andres Barbeito

Name of Contact Person

at (954) 385-1717

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 9, 2013

JUAN CARLOS ZURITA
2200 N COMMERCE PKWY., STE 110
WESTON, FL 33326

SUBJECT: AMERICAN CAPITAL FINANCIAL TRADING CORP.
Ref. Number: P02000101389

We have received your document for AMERICAN CAPITAL FINANCIAL TRADING CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carol Mustain
Regulatory Specialist II

Letter Number: 613A00011469

Articles of Amendment
to
Articles of Incorporation
of

American Capital Financial Trading Corp.

(Name of Corporation as currently filed with the Florida Dept. of State)

P02000101389

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

N/A

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent N/A

(Florida street address)

New Registered Office Address: N/A, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Page 2 of 4

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

See attached Articles

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

N/A

The date of each amendment(s) adoption: May 1, 2013

Effective date if applicable: May 1, 2013
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated May 1, 2013

Signature _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Juan Carlos Zurita

(Typed or printed name of person signing)

President

(Title of person signing)

AMENDED ARTICLES OF INCORPORATION

OF

AMERICAN CAPITAL FINANCIAL TRADING CORP.

The Undersigned shareholder and the director of American Capital Financial Trading, Corp., a Florida for profit Corporation, incorporated under the laws of the State of Florida, on September 18, 2002, through Document Number P02000101389, have heretofore Amended the Corporation's Articles of Incorporation as follows:

ARTICLE 1 – NAME

The name of the Corporation is **AMERICAN CAPITAL FINANCIAL TRADING CORP.**, (hereinafter, "Corporation").

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of the Corporation is 2200 North Commerce Parkway, Suite 110, Weston, Florida 33331 and the mailing address is the same.

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
1840 Southwest 22 Street, 4th Floor
Miami, Florida 33145

ARTICLE 5 – OFFICERS

The Officers of the Corporation shall be:

President:	Juan Carlos Zurita
Vice-president:	Rodrigo Lopez
Secretary:	Juan Carlos Zurita
Treasurer:	Rodrigo Lopez

ARTICLE 6 – DIRECTOR(S)

The Corporation shall initially have two (2) directors which shall be elected by a plural vote of the Shareholders in the Annual Meeting and/or a Special Meeting held solely for such purpose. The Directors of the Corporation shall be:

Chairman

Juan Carlos Zurita

Whose address shall be the same as the principal office of the Corporation.

ARTICLE 7 – CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$ 1.00).

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorize the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth if the bylaws of the Corporation.

7.6 The board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions if redemption of the stock.

ARTICLE 8 – SUBCHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The Shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

ARTICLE 9 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Restated Articles of Incorporation.

ARTICLE 11 – TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE 12 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 – REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent for the Corporation shall be Juan Carlos Zurita and the registered office shall be located at 2200 North Commerce Parkway, Suite 110, Weston, Florida 33326

ARTICLE 14 – BYLAWS

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for making, alteration, amendment or repeal of the Bylaws.


ARTICLE 15 – EFFECTIVE DATE

These Restated and Amended Articles of Incorporation shall be effective immediately upon approval of the Florida Department of State, Division of Corporations.

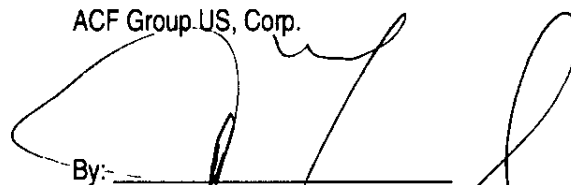
ARTICLE 16 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon the shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Amended and Restated Articles of Incorporation for American Capital Financial Trading Corp. under the laws of the State of Florida, this May 1, 2013.

By: 

Juan Carlos Zurita
Director

ACF Group US, Corp.
By: 

Juan Carlos Zurita, President
Sole Shareholder

**SECRETARIAL CERTIFICATE
OF
AMERICAN CAPITAL FINANCIAL TRADING CORP.**

Resolution to Amend Articles of Incorporation

WHEREAS, the Board of Directors and Shareholders by unanimity have met and decided to be in the best interest of the Corporation to Amend the Articles of Incorporation for the purposes of carrying out the business of the Corporation; and

WHEREAS, Mr. Juan Carlos Zurita, in his capacity of Chairman of the Corporation and Manager of ACF Group US, Corp. (Sole shareholder of AMERICAN CAPITAL FINANCIAL TRADING CORP.) executed the attached Amendment of the Articles of Incorporation.

NOW, THEREFORE, BE IT THAT:

THE UNDERSIGNED hereby certifies that he is duly elected, qualified and acting Secretary of American Capital Financial Trading Corp. ("The Corporation"); and further

CERTIFIES that the foregoing resolution was submitted to and approved and adopted by unanimity by the Board of Directors and the Sole Shareholder through written consent resolutions and that said resolution is now in full force and effect without modification or recession as permitted under the bylaws of the Corporation and in accordance with the provisions of Florida State law under which the Corporation was incorporated; and further

CERTIFIES that attached is a true and unaltered copy of the original documents approved and adopted as the Amendment of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand effective this 1 day of April of 2013.



Juan Carlos Zurita
Secretary