

F12000000337

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

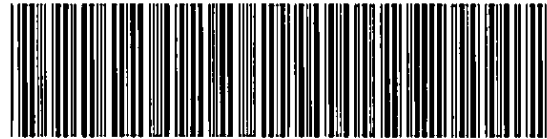
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700393308927

FILED
2022 AUG 25 PM 3:59
CLERK OF STATE
TALLAHASSEE, FLORIDA

RECORDED
2022 AUG 25 PM 1:28
CLERK OF STATE
TALLAHASSEE, FLORIDA

A. BUTLER

AUG 25 2022

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Promo Money Transfer Inc.

Name of Corporation

DOCUMENT NUMBER: F12000000337

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Claudia Urjel

Name of Contact Person

Inter & Co Payments, Inc.

Firm/Company

111 N. Sepulveda Blvd., Suite 340

Address

Manhattan Beach, CA 90266

City/State and Zip Code

claudia@usond.com

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

For further information concerning this matter, please call:

Claudia Urjel

Name of Contact Person

at (424) 237-1771

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
3220 N. 1st St.
Tallahassee, FL 32304

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED

SECTION I
(1-3 MUST BE COMPLETED)

2022 AUG 25 PM 3: 59

F12000000337

SECRETARY OF STATE
TALLAHASSEE, FL

(Document number of corporation (if known))

1. Pronto Money Transfer Inc.

(Name of corporation as it appears on the records of the Department of State)

2. California

3. 1/24/2012

(Incorporated under laws of)

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? August 22, 2022

5. Inter & Co Payments, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. 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

(Florida street address)

New Registered Office Address:

(City)

Florida

(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

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Director	Luciana Marin		<input type="checkbox"/> Add
			<input checked="" type="checkbox"/> Remove
Director	Flavio Schaferovitch		<input type="checkbox"/> Add
			<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input checked="" type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application in the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Claudia Urjel
 (Signature of a director, president or officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Claudia Urjel Director
 (Typed or printed name of person signing) (Title of person signing)

FILED FEE \$35.00



Secretary of State Certificate of Status

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name: INTER & CO PAYMENTS, INC
Entity No.: 2697829
Registration Date: 01/31/2005
Entity Type: Stock Corporation - CA - General
Formed In: CALIFORNIA
Status: Active

The above referenced entity is active on the Secretary of State's records and is authorized to exercise all its powers, rights and privileges in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the date of this certificate and does not reflect documents that are pending review or other events that may impact status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of August 09, 2022.

A handwritten signature in cursive script, appearing to read "Shirley N. Weber".

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 035940024

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.

California Secretary of State

Business Programs Division

1500 11th Street, Sacramento, CA 95814

Request Type:	Certified Copies	Issuance Date:	08/11/2022
Entity Name:	INTER & CO PAYMENTS, INC	Copies Requested:	1
Formed In:	CALIFORNIA	Receipt No.:	002346070
Entity No.:	2697829	Certificate No.:	036538225
Entity Type:	Stock Corporation - CA - General		

Document Listing

Reference #	Date Filed	Filing Description	Number of Pages
B0950-2589	08/02/2022	Restated Articles of Incorporation	2

.. * * * * * End of list * * * * *

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, do hereby certify on the Issuance Date, the attached document(s) referenced above are true and correct copies and were filed in this office on the date(s) indicated above.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of the
State of California on August 11, 2022

SHIRLEY N. WEBER, PH.D.
Secretary of State

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.

Page 1 of 3

Page 2

For Office Use Only

-FILED-

File No. BA20220610043

Date Filed 8/2/2022



AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF
PRONTO MONEY TRANSFER INC.

For Office Use Only

-FILED-

File No.: BA20220630043

Date Filed: 8/2/2022

The undersigned certify that:

1. They are the president and the secretary, respectively, of Pronto Money Transfer Inc., a California corporation, with a California Entity number 2697329.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

FIRST: The name of this Corporation is *Inter & Co Payments, Inc.* (the "*Corporation*")

SECOND: The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California, other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THIRD: The Corporation is authorized to issue only one classes of stock. The total number of shares which the Corporation is authorized to issue is 1,000 shares of Common Stock without par value.

FOURTH: The business affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation except as otherwise required by law. In furtherance of and not in limitation of the powers conferred by the laws of the State of California, the Board of Directors of the Corporation is expressly authorized to make, amend or repeal the Bylaws of the Corporation except as provided by Section 212 of the California Corporations Code.

FIFTH: In the case of repurchases by this Corporation of its Common Stock from employees, officers, directors, advisors, consultants or other persons performing services for this Corporation or any subsidiary pursuant to agreements or arrangements under which this Corporation has the right to repurchase such shares upon the occurrence of certain events, such as the termination of employment, distributions by the Corporation may be made without regard to "preferential dividends arrears amount" or any "preferential rights"

SIXTH: To the fullest extent permitted by the California Corporations Code, as the same exists or any may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

The Corporation shall indemnify agents of the Corporation to the fullest extent permissible under California Law.

Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect to any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board

B0950-2589 08/02/2022 5:00 PM Received by California Secretary of State

of Directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares entitled to vote is 1,000 shares of Common Stock. The number of shares voting in favor of this amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of all outstanding shares of Common Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 07-11-2022

By: _____

Name: Fernando Foytano

Title: President

By: _____

Name: Claudia Huel

Title: Secretary



Secretary of State Certificate of Status

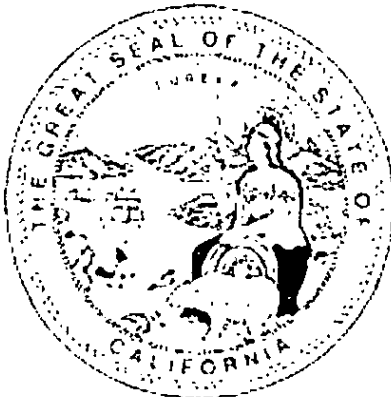
I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name:	INTER & CO PAYMENTS, INC
Entity No.:	2697829
Registration Date:	01/31/2005
Entity Type:	Stock Corporation - CA - General
Formed In:	CALIFORNIA
Status:	Active

The above referenced entity is active on the Secretary of State's records and is authorized to exercise all its powers, rights and privileges in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the date of this certificate and does not reflect documents that are pending review or other events that may impact status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of August 09, 2022.

A handwritten signature in cursive script, appearing to read "Shirley N. Weber".

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 035940024

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.

California Secretary of State

Business Programs Division

1500 11th Street, Sacramento, CA 95814

Request Type:	Certified Copies	Issuance Date:	08/11/2022
Entity Name:	INTER & CO PAYMENTS, INC	Copies Requested:	1
Formed In:	CALIFORNIA	Receipt No.:	002346070
Entity No.:	2697829	Certificate No.:	036538225
Entity Type:	Stock Corporation - CA - General		

Document Listing

Reference #	Date Filed	Filing Description	Number of Pages
B0950-2589	08/02/2022	Restated Articles of Incorporation	2

.. End of list

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, do hereby certify on the Issuance Date, the attached document(s) referenced above are true and correct copies and were filed in this office on the date(s) indicated above.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of the
State of California on August 11, 2022.

SHIRLEY N. WEBER, PH.D.
Secretary of State

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of
State Certification Verification Search available at bizfileonline.sos.ca.gov.

Page 1 of 3

Page 2

For Office Use Only

-FILED-

File No. BA20220610043

Date Filed: 8/2/2022



AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF
PRONTO MONEY TRANSFER INC.

For Office Use Only

-FILED-

File No.: BA20220630043

Date Filed: 8/2/2022

The undersigned certify that:

1. They are the president and the secretary, respectively, of Pronto Money Transfer Inc., a California corporation, with a California Entity number 2697529.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

FIRST: The name of this Corporation is **Inter & Co Payments, Inc.** (the "**Corporation**")

SECOND: The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California, other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THIRD: The Corporation is authorized to issue only one classes of stock. The total number of shares which the Corporation is authorized to issue is 1,000 shares of Common Stock without par value.

FOURTH: The business affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation except as otherwise required by law. In furtherance of and not in limitation of the powers conferred by the laws of the State of California, the Board of Directors of the Corporation is expressly authorized to make, amend or repeal the Bylaws of the Corporation except as provided by Section 212 of the California Corporations Code.

FIFTH: In the case of repurchases by this Corporation of its Common Stock from employees, officers directors, advisors, consultants or other persons performing services for this Corporation or any subsidiary pursuant to agreements or arrangements under which this Corporation has the right to repurchase such shares upon the occurrence of certain events, such as the termination of employment, distributions by the Corporation may be made without regard to "preferential dividends arrears amount" or any "preferential rights"

SIXTH: To the fullest extent permitted by the California Corporations Code, as the same exists or any may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

The Corporation shall indemnify agents of the Corporation to the fullest extent permissible under California Law.

Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect to any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board

B0950-2589 08/02/2022 5:00 PM Received by California Secretary of State

of Directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares entitled to vote is 1,000 shares of Common Stock. The number of shares voting in favor of this amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of all outstanding shares of Common Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 07-11-2022

By: 

Name: Fernando Fayfano

Title: President

By: 

Name: CLAUDIA MUEL

Title: Secretary