

L040000031469

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L04-1469

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DEPARTMENT OF STATE  
12 MAY 31 PM 4:18

FILED  
12 MAY 31 AM 10:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 222553 4336650

AUTHORIZATION

COST LIMIT : \$ 25.00

ORDER DATE : May 30, 2012

ORDER TIME : 1:59 PM

ORDER NO. : 222553-005

CUSTOMER NO: 4336650

DOMESTIC AMENDMENT FILING

NAME: BETA CAPITAL MANAGEMENT, LLC

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes -- EXT# 2920

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 1, 2012

CSC  
STEPHANIE MILNES

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: BETA CAPITAL MANAGEMENT LLC  
Ref. Number: L04000001469

We have received your document for BETA CAPITAL MANAGEMENT LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6051.

Neysa Culligan  
Regulatory Specialist II

Letter Number: 512A00015709

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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION**

**of**

**BETA CAPITAL MANAGEMENT, LLC**

**a Florida limited liability company**

FILED  
12 MAY 31 AM 10:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The present name of this limited liability company is **BETA CAPITAL MANAGEMENT, LLC** (the "Company"), which original Articles of Organization for the Company were filed with the Florida Secretary of State on June 6, 2004. These Amended and Restated Articles of Organization are duly executed and filed in accordance with F.S. § 608.411.
2. The Company was being formed for the following purposes:
  - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
  - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
  - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the limited liability company or which at any time appear conducive thereto or expedient.

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business, street address and the mailing address of the Company is:

777 Brickell Ave., Suite 1201  
Miami, FL 33131

4. The name and street address of the registered agent of the Company is:

Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

5. The Company shall be a manager-managed company.

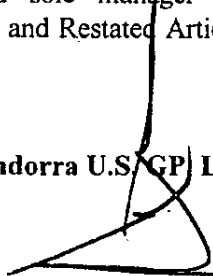
6. The members may appoint one or more persons who may serve as a manager to carry out the decisions of the members.
7. The name of the sole manager of the Company and its address is as follows:

Credit Andorra U.S. GP, LLC  
777 Brickell Ave., Suite 1201  
Miami, Florida 33131

8. The Company shall indemnify any and all of its members, managers, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its request as an officer, manager, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or their legal representative may be made a party or may be threatened to be made a party, by reason of such person being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which such person may be lawfully granted.

IN WITNESS WHEREOF, the undersigned sole manager of **BETA CAPITAL MANAGEMENT, LLC** has executed these Amended and Restated Articles of Organization this 30th day of May, 2012.

**Credit Andorra U.S. GP LLC**

By:   
Genís Ros Armengol, Authorized Signatory

**BETA CAPITAL MANAGEMENT LLC**  
**A Florida Limited Liability Company**

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..*

REGISTERED AGENT'S SIGNATURE: Corporation Service Company

BY:



Becky Peirce, Asst. Vice President

FILED  
12 MAY 31 AM 10:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA