

746904

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

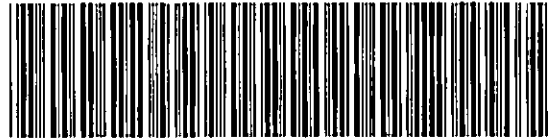
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400318474254

09/24/18--01003--003 **43.75

R. WHITE

SEP 24 2018

2018 SEP 21 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FL

FILED



SEPT.
August 19, 2018

BY UPS

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

RE: Amendment to Articles of Incorporation of
BMI Financial Group, Inc. M46904

Dear sir or madam:

Attached are the following documents relating to the filing of an Amendment to the Articles of Incorporation of the above corporation:

1. Cover letter;
2. Articles of Amendment
3. Certificate as to Resolutions;
4. Money order in the sum of \$43.75, including fee for certified copy.

The reason we are re-filing this amendment is because the percent (10%) was stated incorrectly on the Amendment, although it was correctly stated on the Certificate as to Resolutions.

Thank you for your help in this matter. Please call me if you have any questions.

Sincerely

A handwritten signature in black ink, appearing to read 'Terri Castillo', written over a series of horizontal lines.

Terri Castillo

/tc

Attachs.

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BMI FINANCIAL GROUP, INC.

DOCUMENT NUMBER: M 46904

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

Please return all correspondence concerning this matter to the following:

Terri Castillo

Name of Contact Person

BMI Financial Group, Inc.

Firm/ Company

8950 S.W. 74th Court, 24th Floor

Address

Miami, FL 33156

City/ State and Zip Code

tcastillo@bmicos.com

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

For further information concerning this matter, please call:

Terri Castillo at (305) 443-2898 EXT. 1272
Name of Contact Person Area Code & Daytime Telephone Number

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

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

Articles of Amendment
to
Articles of Incorporation
of

BMI FINANCIAL GROUP, INC.

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

M 46904

(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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

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

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

An Amendment to the Articles of Incorporation of BMI Financial Group, Inc. was filed July 16, 2018;

although the Certificate as to Resolutions had the correct percent as 10%

in Paragraph 2. entitled "Dividends" in both sentences, the Amendment to Articles of Incorporation

of BMI Financial Group, Inc., erroneously indicated the percent as 7.5%, when in fact, it is 10% in

both instances in that same Paragraph 2. Dividends.

Amend Paragraph 2. Dividends on Amendment to Articles of Incorporation of BMI Financial Group, Inc.

to correct the percent from 7.5% to 10% in both instances (sentences).

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

June 19, 2018

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

June 19, 2018

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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.

July 25, 2018

Dated _____

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)

Andrew Sierra

(Typed or printed name of person signing)

Secretary

(Title of person signing)

**AMENDMENT TO ARTICLES OF INCORPORATION OF
BMI FINANCIAL GROUP, INC.**

The Articles of Incorporation of BMI FINANCIAL GROUP, INC., a Florida corporation (the "Company"), are hereby amended as follows:

ARTICLE III, Section (C), titled "Class B Share", is deleted in its entirety and replaced with the following:

C. Class B Shares: The Corporation is authorized to issue two thousand (2,000) shares of Class B Common Stock, to be known as "Class B Shares". The rights, preferences, terms and conditions of the Class B Shares shall be as follows:

1. Definitions.

"Class A Shares" means Common Stock authorized pursuant to Article III (A) of the Articles of Incorporation.

"Holders" means the persons that are issued Class B Shares by the Board of Directors, and each one of them is a "Holder".

"Independent Directors" means the "outside directors" of the Company, as defined in Treasury Regulation Section 1.162-27(e)(3) (26 C.F.R. § 1.162-27(e)(3)).

"Termination Event", with respect to any Holder, means any one or more of the following events:

- (i) A liquidation, dissolution or winding up of the Company; or
- (ii) The death of the Holder.

2. Dividends. The Holders of the Class B Shares, as a group, shall receive an annual dividend equal to ten percent (10%) of the Company's net income for the year (the "Income Amount"), determined in accordance with generally accepted accounting principles. Each Holder shall receive a dividend equal to: (a) the Income Amount, multiplied by (b) a fraction, the numerator of which is the number of Class B Shares owned by the Holder, and the denominator of which is the total number of Class B Shares issued and outstanding. The dividend shall be paid in cash within one hundred twenty (120) days after the end of the year. Notwithstanding the foregoing, if a Termination Event occurs with respect to a Holder during the year, the dividend payable to such Holder with respect to his Class B Shares shall be: (i) pro-rated, so that the 10% accrues from the first day of the year through the date of the Termination Event; and (ii) paid within sixty (60) days after the occurrence of the Termination Event.

3. Voting Rights. The holders of the Class B Shares shall have no voting rights. All voting rights with respect to matters submitted to a shareholder vote shall remain vested in the Class A Shares.

4. Liquidation, Dissolution or Winding Up. Upon any liquidation, dissolution or winding up of the Company, no distribution shall be made to the Holders of the Class B Shares, except for an amount equal to accrued and unpaid dividends thereon as of the date of the liquidation, dissolution or winding up.

5. Redemption. The Class B Shares may be redeemed by the Company at any time as determined by the Board of Directors of the Company, acting by majority vote of the Independent Directors. Upon any such redemption, the Company shall pay each Holder: (a) \$10, plus (b) the accrued and unpaid dividends on his Class B Shares as of the date of redemption. In addition, upon the occurrence of a Termination Event with respect to a Holder: (i) the Holder's Class B Shares shall be automatically redeemed and cancelled, and (ii) the Company shall pay the Holder the dividends set forth in subsection (b) above.

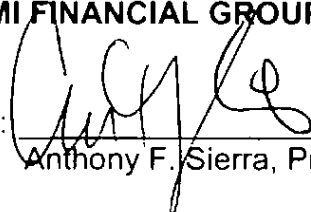
6. Assignment. The Class B Shares may not be assigned, transferred or otherwise disposed of by the Holders.

7. Amendment. The Articles of Incorporation of the Company shall not be amended in any manner which would materially alter or change the preferences or rights of the Class B Shares without the affirmative vote of: (a) the holders of a majority of the Class A Shares voting together as a single class, and (b) a majority of the Independent Directors.

I hereby certify that the above amendment to the Articles of Incorporation of BMI FINANCIAL GROUP, INC., was approved by the Board of Directors and Shareholders of the Company pursuant to written consents of the Board of Directors and Shareholders dated as of June 19, 2018.

IN WITNESS WHEREOF, the undersigned officer, pursuant to the approval and authority given by the Board of Directors and Shareholders, has set his hand and affixed the corporate seal.

BMI FINANCIAL GROUP, INC.

By: 
Anthony F. Sierra, President

CERTIFICATE AS TO RESOLUTIONS

I, **Andrew Sierra**, Secretary of BMI FINANCIAL GROUP, INC., a Florida corporation, being first duly sworn and deposed hereby certify as follows:

At a Joint Meeting of the Shareholders and Board of Directors of the Corporation, duly and regularly held in accordance with the Corporation's Bylaws on June 19, 2018, at which a quorum as prescribed by law and the by-laws of the Corporation was present and voting throughout, the following recitals and resolutions were unanimously adopted and the same have not been revoked, cancelled, annulled or amended in any manner and are in full force and effect on the date of this Certificate:

ARTICLE III, Section (C), titled "Class B Share", is deleted in its entirety and replaced with the following:

C. Class B Shares: The Corporation is authorized to issue two thousand (2,000) shares of Class B Common Stock, to be known as "Class B Shares". The rights, preferences, terms and conditions of the Class B Shares shall be as follows:

1. Definitions.

"Class A Shares" means Common Stock authorized pursuant to Article III (A) of the Articles of Incorporation.

"Holders" means the persons that are issued Class B Shares by the Board of Directors, and each one of them is a "Holder".

"Independent Directors" means the "outside directors" of the Company, as defined in Treasury Regulation Section 1.162-27(e)(3) (26 C.F.R. § 1.162-27(e)(3)).

"Termination Event", with respect to any Holder, means any one or more of the following events:

- (i) A liquidation, dissolution or winding up of the Company; or
- (ii) The death of the Holder.

2. Dividends. The Holders of the Class B Shares, as a group, shall receive an annual dividend equal to ten percent (10%) of the Company's net income for the year (the "Income Amount"), determined in accordance with generally accepted accounting principles. Each Holder shall receive a dividend equal to: (a) the Income Amount, multiplied by (b) a fraction, the numerator of which is the number of Class B Shares owned by the Holder, and the denominator of which is the total number of Class B Shares issued and outstanding. The dividend shall be paid in cash within one hundred twenty (120) days after the end of the year. Notwithstanding the foregoing, if a Termination Event occurs with respect to a Holder during the year, the dividend payable to such Holder with respect to his Class B Shares shall be: (i) pro-rated, so that the 10% accrues from the first day of the year through the date of the Termination Event; and (ii) paid within sixty (60) days after the occurrence of the Termination Event.

3. Voting Rights. The holders of the Class B Shares shall have no voting rights. All voting rights with respect to matters submitted to a shareholder vote shall remain vested in the Class A Shares.

4. Liquidation, Dissolution or Winding Up. Upon any liquidation, dissolution or winding up of the Company, no distribution shall be made to the Holders of the Class B Shares, except for an amount equal to accrued and unpaid dividends thereon as of the date of the liquidation, dissolution or winding up.

5. Redemption. The Class B Shares may be redeemed by the Company at any time as determined by the Board of Directors of the Company, acting by majority vote of the Independent Directors. Upon any such redemption, the Company shall pay each Holder: (a) \$10, plus (b) the accrued and unpaid dividends on his Class B Shares as of the date of redemption. In addition, upon the occurrence of a Termination Event with respect to a Holder: (i) the Holder's Class B Shares shall be automatically redeemed and cancelled, and (ii) the Company shall pay the Holder the dividends set forth in subsection (b) above.

6. Assignment. The Class B Shares may not be assigned, transferred or otherwise disposed of by the Holders.

7. Amendment. The Articles of Incorporation of the Company shall not be amended in any manner which would materially alter or change the preferences or rights of the Class B Shares without the affirmative vote of: (a) the holders of a majority of the Class A Shares voting together as a single class, and (b) a majority of the Independent Directors.

I hereby certify that the above amendment to the Articles of Incorporation of BMI FINANCIAL GROUP, INC., was approved by the Board of Directors and Shareholders of the Company pursuant to written consents of the Board of Directors and Shareholders dated as of June 19, 2018.

FURTHER RESOLVED, that the Shareholder and the Board of Directors hereby empower the officers of the Company to do all necessary acts and execute all necessary documents required to implement the above resolutions.

IN WITNESS WHEREOF, this Certificate has been signed and the seal of the Corporation has been affixed hereto this 12th day of July, 2018.



ANDREW SIERRA
Secretary (SEAL)

SWORN TO and SUBSCRIBED before me this 12th day of July, 2018, by ANDREW SIERRA, who is personally known to me or who produced n/a as identification, at Miami, Dade County, Florida.

Commission Expires:

