

P02000101389

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

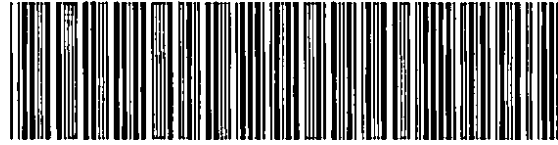
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CLERK OF STATE  
TALLAHASSEE FL

C. GOLDEN  
FEB 21 2019

**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

201 ALHAMBRA CIRCLE, SUITE # 603

Address

CORAL GABLES, FL 33134

City/ State and Zip Code

JRODRIGUEZ@ACFGROUPUS.COM

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

For further information concerning this matter, please call:

JUDITH RODRIGUEZ at ( 954 ) 224-4299

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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|---|--|---|--|

RECEIVED

2019 FEB 19 PM 2:59

**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

December 4, 2018

JUAN CARLOS ZURITA  
201 ALHAMBRA CIRCLE  
SUITE #603  
CORAL GABLES, FL 33134

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

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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

Minutes or corporate resolutions are not filed with the Division of Corporations and should be kept with the records of the corporation.

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.

Claretha Golden  
Regulatory Specialist II

Letter Number: 718A00024861

FILED

2019 FEB 19 PM 5:01

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF

AMERICAN CAPITAL FINANCIAL TRADING CORP.

The Undersigned shareholders and the Sole 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 and Restated 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 solely engage in financing of Accounts Receivable which are properly insured through a reputable credit insurance company from arm's length companies which receivables shall not be more than 90 days old (hereinafter the "Corporate Purpose"). The Corporation shall also be authorized to transact any other ancillary business as may be reasonably necessary to carry out such Corporate Purpose.

Transitory Purpose: The Corporation shall be entitled to carry on any and all lawful business as the Corporation seems reasonably necessary, from the effective date hereof and during a term not to exceed twenty-four (24) months, in order to convert all of its asset backed portfolio into a traditional factoring portfolio. At the expiration of such term, and without further notice, any act or omission from the Corporation which falls outside the Corporate Purpose shall be null and void.

**ARTICLE 3 – PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 201 Alhambra Circle, Suite 603, Coral Gables, Florida 33134 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, 4<sup>th</sup> Floor  
Miami, Florida 33145

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## **ARTICLE 5 – OFFICERS**

The Officers of the Corporation shall be:

President: Juan Carlos Zurita  
Secretary: Juan Carlos Zurita  
Treasurer: Juan Carlos Zurita

The Officers shall carry out their duties according to the provisions set forth in the Bylaws of the Corporation. Any acts or omissions by the Officers that falls outside the scope of their authority or that contravenes the terms of the Corporation's bylaws shall be null and void.

The affirmative unanimous vote of the Directors will be required for the following actions by the Officers:

- a. Adoption of new Articles of Organization or a new Bylaws of the Corporation, or any amendment thereof or repeal thereof;
- b. Merger or consolidation of the Corporation with or into any other entity, or the liquidation or winding up of the Corporation;
- c. Removing any of Board Appointed Officers, employees, agents, consultants or the like, without Cause;
- d. Authorization or entry into any agreements, commitments or other transaction, or any series of related agreements, commitments or other transactions, requiring payments(s) by the Company exceeding \$ 50,000 per transaction (transactions shall include any expenditure or incurrence of liability through any individual transaction or series of transactions with the same party). This limitation shall not include day-to-day factoring transaction which any given one can be above the threshold, if and only if, it has secured proper and affirmative consent pursuant to the Corporations internal manuals and procedures.
- e. Pledge, mortgage, hypothecation or other encumbrance of any of the Corporation's assets;
- f. Commencement, joining in or settlement of any claim, action, suit or proceeding by, against or involving the Company that may materially and adversely affect the financial condition or operations of the Company;
- g. Acquisition of any real estate property;
- h. Approval of the terms and conditions of equity financing to be received by the Corporation;
- i. Any act which would make it impossible to carry on the business of the Corporation;
- j. Acquisition, sale or assignment of any Corporation asset outside the ordinary course of business;
- k. Any transaction between the Corporation and any of its Shareholders outside of the ordinary course of business;

l. Any transaction between the Corporation, its affiliates, subsidiaries, branches or wholly-owned companies, or between these latter and any of the Shareholders, Officers or employees which will require the use of Factoring funds provided by Argyle.

m. Any general assignment for the benefit of creditors;

n. Sale of all or substantially all of the assets of the Corporation;

o. Incurrence of debt or creation of any liens or security interests in the assets of the Corporation.

p. Making loans to Shareholders, Officers or principals thereof or any transactions which would give rise to any Conflict of Interests between the Shareholders', Officers and/or the Corporation.

q. Capital calls or issuance of new Shares.

#### **ARTICLE 6 – DIRECTOR(S)**

The Corporation shall initially have three (3) 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 All holders of shares of stock of any class shall be subject to a preemptive right pursuant to the terms and conditions set forth in the Corporation's bylaws.

7.5 The Board of Directors of the Corporation, prior affirmative unanimous vote of the Shareholders, may authorize the issuance from time to time of 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 in the bylaws of the Corporation.

## **ARTICLE 8 – SPECIAL AUDITING COMMITTEE**

8.1 As of the effective date of these Restated Articles of Incorporation, there shall be a Special Auditing Committee whose members shall be appointed by the Shareholders on an annual basis, for successive one year periods until the incumbent Auditing Committee Members with the unanimous favorable vote all of the Board of Directors Members determine there is no longer a need to have such Special Auditing Committee. The appointment shall be irrevocable but for "Cause", as may be defined within the Corporate Bylaws.

8.2 The Special Auditing Committee shall have as its principal duty to supervise, monitor and control the actions of the members of the Board of Directors and to insure that such actions are consistent with the Corporation's restructuring plan and in the Corporation's best interest. As such, it shall be present at every meeting of the Board of Directors, irrespective of whether it is a Regular or a Special Meeting.

8.3 The Special Auditing Committee by the unanimous vote of its Members shall have the power to Veto any decision of the Board of Directors, when in the opinion of its members, the Board of Director's decision will result in a material detriment to the Corporation's restructuring plan of its subsidiaries ACF Factoring, LLC, ACF Factoring II, LLC and ACF Factoring III, LLC as well as their underlying investments. The Special Auditing Committee, on behalf of the Shareholders will be entitled to file for injunctive relief against the Board of Directors should it consider such remedy to be the only available remedy to prevent the Board of Directors from acting in detriment of the Corporation's restructuring plan.

8.4 The Special Auditing Committee will meet at least concurrently and simultaneously with the Board of Directors but may at its sole discretion meet any time that its members consider it necessary or appropriate.

8.5 The Members of the Special Auditing Committee shall not be compensated for their participation on the Committee, although, the Corporation shall reimburse any reasonable costs and expenses in which they incur as a result of their participation on any Board of Directors' meeting.

## **ARTICLE 9 – 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.

9.1 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.

9.2 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.

## **ARTICLE 10 – 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.

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#### **ARTICLE 11 – 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 12 – TERM OF EXISTENCE**

This Corporation shall have a perpetual existence.

#### **ARTICLE 13 – 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 14 – REGISTERED OFFICE AND REGISTERED AGENT**

The Registered Agent for the Corporation shall be JOEL FRIEND & ASSOCIATES, INC. and the registered office shall be located at 2863 Executive Park Drive, Suite #105 Weston, FL 33331

#### **ARTICLE 15 – BYLAWS**

The Board of Directors of the Corporation shall have the power, with the assent of all of the Shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 16 – EFFECTIVE DATE**

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

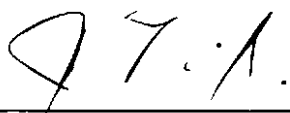
#### **ARTICLE 17 – AMENDMENT**

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.

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**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 \_\_November 1\_\_, 2018.

By:   
\_\_\_\_\_  
Juan Carlos Zurita  
Director

November 1, 2018

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

November 1, 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.

November 1, 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)

Juan Carlos Zurita

\_\_\_\_\_  
(Typed or printed name of person signing)

President and Chairman

\_\_\_\_\_  
(Title of person signing)