

P05000063319

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

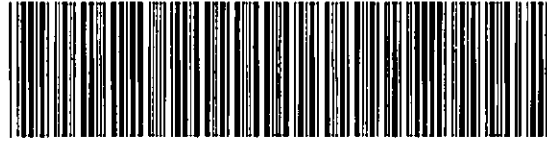
(Business Entity Name)

(Document Number)

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Amend

11/19/21--01011--020 **35.00

FILED
2021 NOV 16 PM 1:49
CLERK OF COURT
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A. RAMSEY
DEC 08 2021

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: eCapital Commercial Finance Corp.

DOCUMENT NUMBER: P05000063319

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

Please return all correspondence concerning this matter to the following:

Jenna Katz

Name of Contact Person

eCapital

Firm/ Company

20807 Biscayne Blvd., Suite 203

Address

Aventura, FL 33180

City/ State and Zip Code

jenna.katz@ecapital.com

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

For further information concerning this matter, please call:

Jenna Katz

at (786) 2320930

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:

☒ \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

FILED

2021 NOV 16 PM 1:49

eCapital Commercial Finance Corp.

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

P05000063319

(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: _____, 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

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u> </u> Change	N/A	_____	_____
<u> </u> Add		_____	_____
<u> </u> Remove		_____	_____
2) <u> </u> Change		_____	_____
<u> </u> Add		_____	_____
<u> </u> Remove		_____	_____
3) <u> </u> Change		_____	_____
<u> </u> Add		_____	_____
<u> </u> Remove		_____	_____
4) <u> </u> Change		_____	_____
<u> </u> Add		_____	_____
<u> </u> Remove		_____	_____
5) <u> </u> Change		_____	_____
<u> </u> Add		_____	_____
<u> </u> Remove		_____	_____
6) <u> </u> Change		_____	_____
<u> </u> Add		_____	_____
<u> </u> Remove		_____	_____

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

See additional sheet.

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

November 15, 2021

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

November 16, 2021

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)

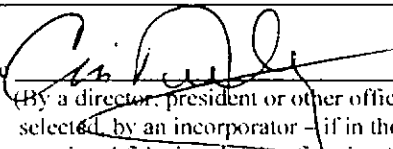
- ☐ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ 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)"

November 15, 2021

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)

Cris Neely

(Typed or printed name of person signing)

Director

(Title of person signing)

Article Six (Capital Stock) shall be shall be stricken in its entirety and restated to read in its entirety as follows:

ARTICLE SIX – Capital Stock

The total number of shares that this corporation is authorized to issue and have outstanding at any time is 220,000,000 divided into classes as follows:

(a) 20,000,000 shares of common stock with a par value of \$0.01/share, hereby designated as “Common Stock”;
and

(b) 200,000,000 shares of preferred stock with a par value of \$0.01/share, hereby designated as “Preferred Stock”.

Common Stock

a. Voting

All holders of record of shares of Common Stock shall be entitled to vote at all meetings of shareholders of this corporation.

b. Dividends

All holders of record of shares of Common Stock shall be entitled to receive, subject to the rights of the holders of another class of shares, any dividend declared by this corporation, except those declared with respect to Preferred Stock.

c. Distribution Rights

All holders of record of shares of Common Stock shall be entitled to receive, subject to the rights of the holders of another class of shares, the remaining property of this corporation on the liquidation, dissolution, or winding up of this corporation, whether voluntary or involuntary.

Preferred Stock

a. Non-Voting

The holders of record of shares of Preferred Stock shall not be entitled to receive notice of or to attend any meeting of the shareholders of this corporation or to vote at any such meeting, unless required by law.

b. Dividends

A preferred dividend (“Preferred Dividend”) on each outstanding share of Preferred Stock is payable in quarterly installments on the first day of each fiscal quarter (or the next following business day thereafter in the event such date is not a business day with no additional interest accruing), in the amount of \$250 to any holder thereof. Preferred Dividends begin accruing on, and will be cumulative from, regardless of whether this corporation declares and pays such dividends, the first day of the quarter following the quarter in which any holder purchased a share of Preferred Stock.

c. Redemption Rights

Subject to the Florida Business Corporations Act, a holder of record of shares of Preferred Stock shall be entitled to require this corporation, at its sole discretion, to redeem the whole or any part of the preferred shares registered in the name of the holder on the books of this corporation.