

P15000048190

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RAFAEL J. SANCHEZ-ABALLI PA

2506 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33134
TELEPHONE (305) 779-5041 • FACSIMILE (305) 779-5047
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June 29, 2015

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations, Amendment Section
2661 West Executive Center Circle
Tallahassee, Florida 32301

**Re: InterCapital Corp. - Document Number: P15000048190
Amended and Restated Articles of Incorporation**

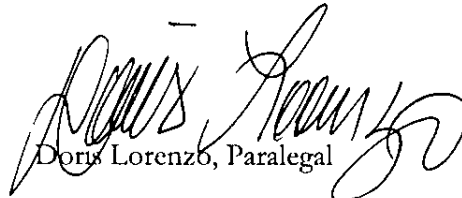
Sir/Madam:

Enclosed please find the original executed Amended and Restated Articles of Incorporation of InterCapital Corp. amending the original filing of May 29, 2015. Also enclosed is our firm's Check No. 7028 in the amount of \$35.00 representing the applicable filing fee.

If you have any questions, please do not hesitate to contact us.

Very truly yours,

RAFAEL J. SANCHEZ-ABALLI P.A.


Doris Lorenzo, Paralegal

/dl
Enclosures as stated

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
INTERCAPITAL CORP.

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Pursuant to the provisions of Florida Statutes Sections 607.1002, 607.1006 and 607.1007, InterCapital Corp., a Florida Corporation (the "Corporation"), hereby certifies as follows and adopts the following Amended and Restated Articles of Incorporation:

1. The name of the Corporation is InterCapital Corp. and the Corporation was formed on May 29, 2015 by the filing of Articles of Incorporation with the Department of State under Document Number P15000048190.

2. These Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Incorporation from the date of the Corporation's original incorporation through the date hereof.

3. These Amended and Restated Articles of Incorporation were unanimously adopted and approved by the Corporation's directors pursuant to Section 607.1002 of the Florida Business Corporation Act on the 26th day of June, 2015 and contain amendments that do not require shareholder approval.

ARTICLE I - NAME

The name and the principal place of business and mailing address of this Corporation shall be:

InterCapital Corp.
7005 Southwest 109th Terrace
Miami, Florida 33156

ARTICLE II - NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - AUTHORIZED SHARES

Section 1. Authorized Capital Stock. The aggregate number of shares of all classes of stock which the Corporation shall have authority to create and issue is 10,000, consisting of 1,000 shares of Preferred Stock having a par value of \$ 0.01 per share and 9,000 shares of Common Stock having a par value of \$ 0.01 per share.

Section 2. Provisions Related to the Preferred Stock.

A. **General.** The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and

expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.

B. Preferences. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof, the following:

(i) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(ii) the number of shares to constitute the class or series and the designations thereof;

(iii) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(iv) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(v) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(vi) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;

(vii) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(viii) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(ix) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

Section 3. Common Stock. The Common Stock shall be subject to the express terms of the Preferred Stock and any class or series thereof. All holders of the Common Stock shall be identical with each other in every respect and such holders. Except as otherwise required by law, all voting power shall be vested exclusively in the holders of the Common Stock who shall be entitled to one (1) vote for each share on all matters on which shareholders have the right to vote. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amounts to which holders of Preferred Stock shall be entitled, to the remaining net assets of the Corporation.

ARTICLE IV - TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation in the State of Florida shall be:

Rafael J. Sanchez-Aballi, P.A.
2506 Ponce de Leon Boulevard, Second Floor
Coral Gables, Florida 33134

ARTICLE VI - BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The names and street addresses of the initial members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Name

Luis Gabriel Segura

Street Address

7005 Southwest 109th Terrace, Miami, Florida 33156

Martin Gaviria

7005 Southwest 109th Terrace, Miami, Florida 33156

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Name

Rafael J. Sánchez-Aballí, P.A.

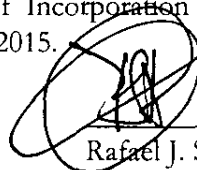
Street Address

2506 Ponce de Leon Boulevard, Second Floor
Coral Gables, Florida 33134

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a shareholder, director, officer or employee of the Corporation, or is or was serving at the request of the company as a shareholder, director, manager, officer or employee of another corporation, partnership, joint venture, trust, limited liability company or other enterprise, to the fullest extent permitted by law.

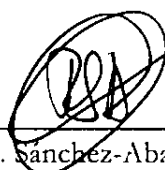
IN WITNESS WHEREOF, pursuant to Fla. Stat. §607.1005 the undersigned incorporator has made and subscribed these Articles of Incorporation at Coral Gables, Florida, for the uses and purposes aforesaid, this 25th day of June, 2015.



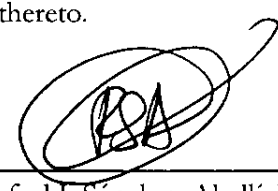
Rafael J. Sánchez-Aballí, Esq., Incorporator

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, InterCapital Corp. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2506 Ponce de Leon Boulevard, Second Floor, Coral Gables, Florida 33134, has named Rafael J. Sánchez-Aballí, Esq., located thereat as its registered agent to accept service of process within this state.

By:  _____
Rafael J. Sánchez-Aballí, Esq., Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:  _____
Rafael J. Sánchez-Aballí, Esq., Registered Agent