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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

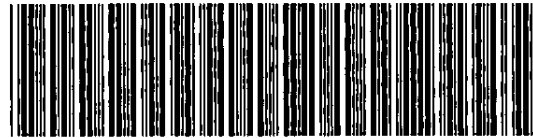
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TALLAHASSEE, FLORIDA

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*Law Offices of  
Arturo Yero, P.A.*

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Suite 350  
Miami, Florida 33126

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Telecopier (305) 444 0786  
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October 25, 2016

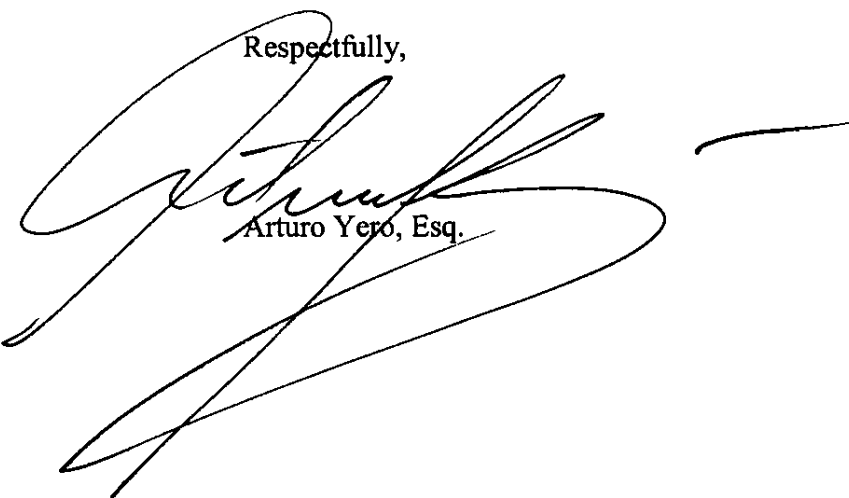
US Priority Mail  
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Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

Dear Sir or Madam

Enclosed are the articles of incorporation for Bricks Real Estate Fund, Inc. for filing with that Division. A check in the amount of \$ 78.75 to pay for the filing fee, registered agent designation and a certified copy have been included; upon filing please send us the certified copy to the address above.

Respectfully,

  
Arturo Yero, Esq.

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2016 OCT 28 AM 8:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BRICKS REAL ESTATE FUND, INC.**

**ARTICLE I  
NAME**

The name of the corporation is:

Bricks Real Estate Fund, Inc.

**ARTICLE II  
NATURE OF CORPORATE BUSINESS**

Primarily, to purchase, own, and hold the stock of other corporations, and to do every act and thing covered generally by the denomination "holding corporation," and especially to direct the operations of other corporations through the ownership of stock therein; to purchase, subscribe for, acquire, own, hold, sell, exchange, assign, transfer, create security interests in, pledge, or otherwise dispose of shares or voting trust certificates for shares of the capital stock, or any bonds, notes, securities, or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or district or country, nation, or government and also bonds or evidences of indebtedness of the United States or of any state, district, territory, dependency or country or subdivision or municipality thereof; to issue in exchange therefor shares of the capital stock, bonds, notes, or other obligations of the Corporation and while the owner thereof to exercise all the rights, powers, and privileges of ownership including the right to vote on any shares of stock or voting trust certificates so owned; to promote, lend money to, and guarantee the dividends, stocks, bonds, notes, evidences of indebtedness, contracts,

Bricks Real Estate Fund, Inc.

or other obligations of, and otherwise aid in any manner which shall be lawful, any corporation or association of which any bonds, stocks, voting trust certificates, or other securities or evidences of indebtedness shall be held by or for this Corporation, or in which, or in the welfare of which, this Corporation shall have any interest, and to do any acts and things permitted by law and designed to protect, preserve, improve, or enhance the value of any such bonds, stocks, or other securities or evidences of indebtedness or the property of this Corporation.

To carry on a general investment and management consultant and advisory business relating to investments and the operation of business, properties, and real estate and personal property of any kind, in the United States and foreign countries, subject to the applicable laws thereof. To acquire, purchase, exchange, grant options to sell, and sell and convey real estate, lands, tenements, leases, leaseholds or other property partaking of the nature of real estate or any part or parcel thereof, to acquire interests in real property, at public or private sale. To maintain, repair, improve, invest, manage, partition, insure, rent, lease, encumber, and in any manner deal with any real or personal property, tangible or intangible, or any interest therein. To manage and to provide management for and supervise all or part of any and every kind of business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct or operation, and supervision of all kinds of businesses.

To carry out any one or more of the purposes and objects herein enumerated as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with any person, partnership, association, or corporation. To carry on its operations and conduct business in any state or country

The foregoing clauses shall be construed as and shall be powers as well as purposes, and all matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms of the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Company shall be authorized to exercise and

Bricks Real Estate Fund, Inc.

enjoy all other powers, rights and privileges granted by the Business Organization Act of this State to Corporations organized thereunder, and amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided however that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a Corporation formed under that statute may not at the time lawfully carry or do.

### **ARTICLE III CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000,000 shares, one common class, one cent (\$0.01) par value.

### **ARTICLE IV CORPORATE EXISTENCE**

This corporation is to exist perpetually.

### **ARTICLE V INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent: Arturo Yero, P.A.

Initial Registered Office: Arturo Yero, P.A.

782 NW 42<sup>nd</sup> Avenue, Suite 350

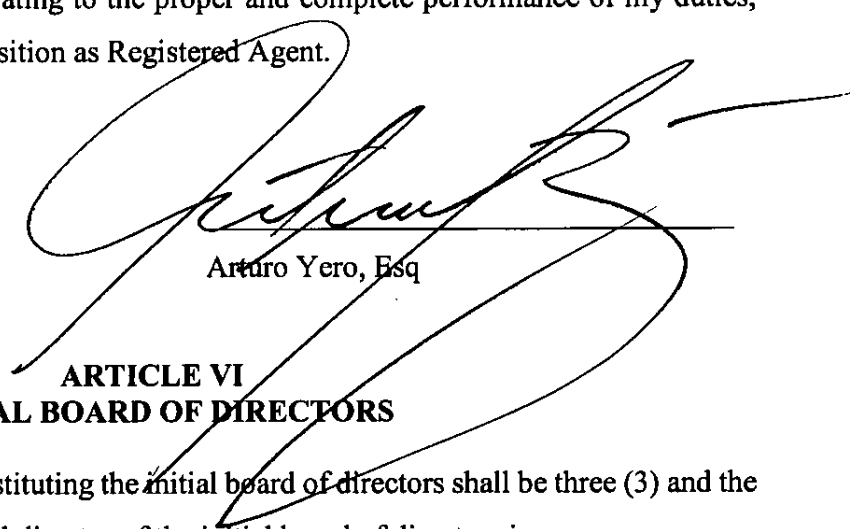
Miami, Fl. 33126

### **ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process for the above stated corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in such capacity. I further

Bricks Real Estate Fund, Inc.

agree to comply with all statutes relating to the proper and complete performance of my duties,  
and accept the obligations of my position as Registered Agent.



Arturo Yero, Esq

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be three (3) and the name and postal address of the initial director of the initial board of directors is:

Name : Alberto Azpurua Lara  
Address: 1221 Brickell Avenue  
Suite 710, Miami Florida 33131

Name : Diego Gonzalez Romano  
Address : 1221 Brickell Avenue  
Suite 710, Miami, Fl 33131

Name : Mauricio Zapian Lomelin  
Address : 1221 Brickell Avenue  
Suite 710, Miami, Fl 33131

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TALLAHASSEE, FLORIDA

**ARTICLE VII  
INCORPORATOR**

The name and address of the incorporator executing these Articles of Incorporation is:

Name: Arturo Yero, Esq.  
Address : 782 NW 42<sup>nd</sup> Avenue, Suite 350  
Miami, Fl. 33126

**ARTICLE VIII  
ALIENATION OF SHARES**

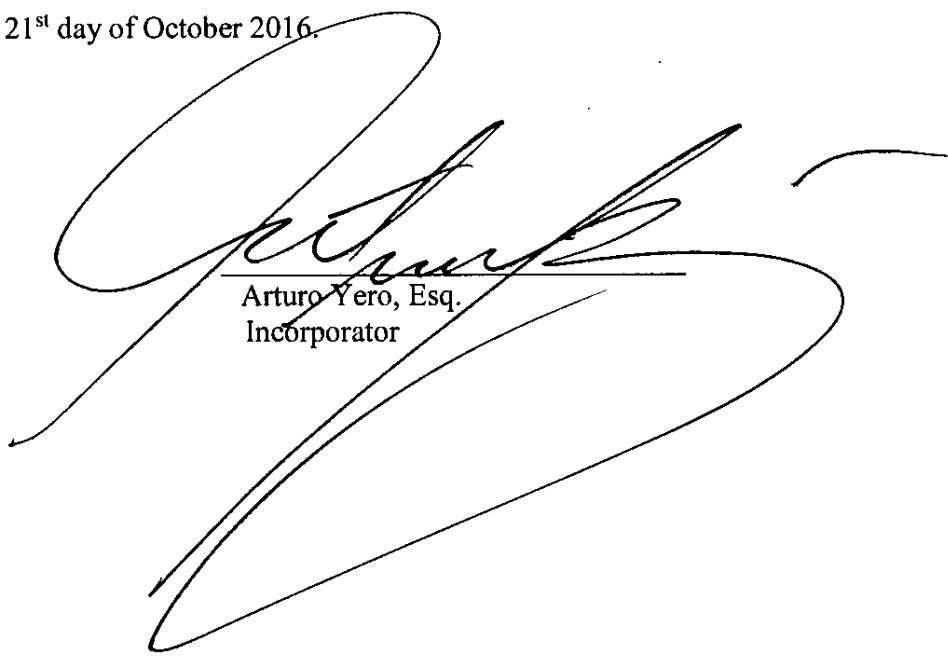
Any shareholder desiring to sell, pledge, give or otherwise dispose of his or her shares, must first offer, in writing, the shares to be alienated, to the other shareholders of the Corporation in proportion to their existing holdings. Such offer shall be at the same price and on the same terms as may be available to parties other than other shareholders of the Corporation. The offerees shall have forty-five (45) days to acquire said shares. Shares that are not so acquired by any one shareholder, shall be made available to the other shareholders. Shares that are not then acquired by any shareholder, may be otherwise alienated at the price and terms originally contemplated.

**ARTICLE IX**  
**INITIAL ADDRESS**

The street address in this state of the principal office of the corporation is:

1221 Brickell Avenue  
Suite 710, Miami Florida 33131

IN WITNESS WHEREOF, the undersigned, as incorporator has executed the foregoing Articles of Incorporation on this 21<sup>st</sup> day of October 2016.



Arturo Yero, Esq.  
Incorporator