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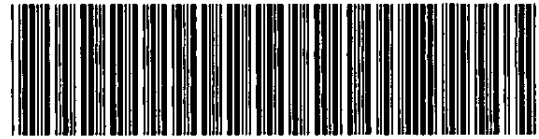
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Bricks Real Estate Fund, Inc.
DOCUMENT NUMBER: P16000087710

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

Please return all correspondence concerning this matter to the following:

Alberto Azpurua Lara

Name of Contact Person
Bricks Real Estate Fund, Inc.

Firm/ Company
1221 Brickell Avenue, Suite 710

Address
Miami, Florida 33131

City/ State and Zip Code

alberto@bricks.com.mx

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

For further information concerning this matter, please call:

Lisa S. Weitz, Esq. at (516) 410-4376
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:

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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
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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
BRICKS REAL ESTATE FUND, INC.
(A FLORIDA CORPORATION)**

Pursuant to Section 607.1006 of the Florida Business Corporation Act (the "FBCA"), the undersigned Corporation adopts these Articles of Amendment.

FIRST: The name of the Corporation is **BRICKS REAL ESTATE FUND, INC.**

SECOND: The Articles of Incorporation of this Corporation are amended as follows:

1. By replacing existing Article III so that, as amended, said Article shall read as follows:

**"ARTICLE III
CAPITAL STOCK**

3.01 General. "The total number of shares of all classes of capital stock of the Corporation ("Shares") that the Corporation shall have the authority to issue is twenty-two million (22,000,000), consisting of the following classes:

(1) Two million (2,000,000) Shares of Class A voting common stock, one cent (\$0.01) par value per share ("Common Stock"); and

(2) Twenty million (20,000,000) Shares of Class B nonvoting common stock, one cent (\$0.01) par value per share ("Nonvoting Common Stock").

3.02 Common Stock and Nonvoting Common Stock.

(1) Except as set forth in this paragraph 3.02, the Common Stock and the Nonvoting Common Stock shall have the same rights and privileges, share ratably in all assets of the Corporation upon its liquidation, dissolution or winding-up, shall be entitled to receive dividends in the same amount per share and at the same time when, as and if declared by the Corporation's board of directors, and be identical in all other respects as to all other matters, except voting.

(2) Except as may be otherwise required by law or these Articles of Incorporation, as amended, each holder of Common Stock shall have one vote in respect of each share of Common Stock held of record on all matters voted upon by the shareholders. The holders of Nonvoting Common Stock shall have no voting rights except as required by the Florida Business Corporation Act. Where shares of Nonvoting Common Stock are entitled to vote, each holder of Nonvoting Common Stock shall have one vote in respect of each share of Nonvoting Common Stock held of record solely on the matters as to which such shares are entitled to vote and subject to the rights and limitations specified by the Florida Business Corporation Act.

3.03 Miscellaneous.

(1) The number of shares of Common Stock and Non-Voting Common Stock may from time to time be increased or decreased (but not below the number then outstanding) by the Board of Directors.

(2) Nothing herein contained shall prevent the Corporation's Board of Directors from creating, authorizing or issuing at any time other series or classes of corporation capital stock in accordance with the provisions of this Article 3.

(3) To the extent required, appropriate written restrictions on the transfer of Non-Voting Common Stock shall be imposed by the corporation's Board of Directors to insure compliance with applicable securities laws."

2. By deleting Article VIII titled "Alienation of Shares" and replacing it with the following:

"ARTICLE VIII INDEMNIFICATION

To the maximum extent permitted by the Florida Law, the Corporation shall:

(a) Indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) Indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof.

(c) Expenses incurred by an officer or director in defending a civil or criminal proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation.

(d) The indemnification and advancement of expenses provided pursuant to this Article are not exclusive, and a Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement vote of shareholders or disinterested directors, or otherwise both as to action in his or her official capacity and as to action in another capacity while holding such office."

3. By inserting a new Article IX to read as follows:

**“ARTICLE IX
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.”

4. By inserting a new Article X to read as follows:

**“ARTICLE X
BYLAWS**

The Bylaws may be adopted, altered, amended, or repealed by either the holders of Common Stock or the Board of Directors.”

5. By inserting a new Article XI to read as follows:

**“ARTICLE XI
OFFICERS**

The following persons are elected to the offices indicated next to their names to serve until their successors shall be duly elected, unless he or she resigns, is removed from office or is otherwise disqualified from serving as an officer of the Corporation:

<u>Name:</u>	<u>Title:</u>	<u>Address:</u>
Alberto Azpurua Lara	President	1221 Brickell Ave, Suite 710, Miami, FL 33131
Diego Gonzalez Romano	Vice President, Treasurer	1221 Brickell Ave, Suite 710, Miami, FL 33131
Mauricio Zapiain Lomelin	Vice President, Secretary	1221 Brickell Ave, Suite 710, Miami, FL 33131”

6. By renumbering existing Article IX titled “**Initial Address**” as Article XII, with the same title.

THIRD: These Articles of Amendment were duly adopted by the Board of Directors on February 24th, 2017.

FOURTH: These Articles of Amendment were approved by the Corporation’s shareholders entitled to vote thereon. The number of votes cast for the Articles of Amendment by the shareholders was sufficient for approval.

[Remainder of Page Intentionally Left Blank. Signature Appears on the Following Page.]

Signed on February 27, 2017

BRICKS REAL ESTATE FUND, INC.

By: 

Alberto Azpúrua Lara
President