

PI 700084364

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(Address)

(Address)

(City/State/Zip/Phone #)

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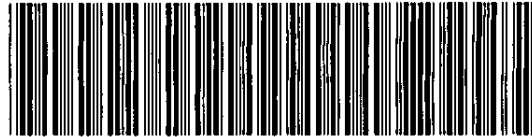
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S. TALLENT

OCT 23 2017

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Amended

FILED  
OCT 23 PM 1:47  
TALLAHASSEE, FLORIDA

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: GEMTrust Financial

DOCUMENT NUMBER: P17000084364

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

Please return all correspondence concerning this matter to the following:

Erly DeCastro

Name of Contact Person

GEMTrust Financial

Firm/ Company

1450 Brickell Bay Drive #1515

Address

Miami, Florida 33131

City/ State and Zip Code

dalvod@gmail.com

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

For further information concerning this matter, please call:

Erly DeCastro at ( 305 ) 3038091  
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) |
|---|--|---|--|

**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

GEMTrust Financial, Inc.

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

P17000084364

(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:**

*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**)

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

**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

(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

**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:**

X Change                      PT      John Doe

X Remove                    V      Mike Jones

X Add                        SV      Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u>    </u> Change	<u>D</u>	<u>Jose Daniel Mejia</u>	<u>Sun Land Capital</u>
<u>x</u> <u>    </u> Add			<u>445 Park Avenue 9th Floor</u>
<u>    </u> Remove			<u>New York, New York 10022</u>
2) <u>    </u> Change	<u>D</u>	<u>Chima Burney</u>	<u>1214 NW 137th Terrace</u>
<u>x</u> <u>    </u> Add			<u>Pembroke Pines, Florida</u>
<u>    </u> Remove			<u>33028</u>
3) <u>    </u> Change	<u>D</u>	<u>Maria Lourdes Hernandez</u>	<u>9172 Collins Avenue</u>
<u>x</u> <u>    </u> Add			<u>Surfside, Florida 33154</u>
<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			

**E. If amending or adding additional Articles, enter change(s) here:**

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

1.GEMTrust Financial Board of Directors votes and approves the following amendment:

Addition of three Board Members bringing the total board membership to five.

2.GEMTrust Financial Board of Directors votes and approves the following amendment:

Implement a stock assignment to Sun Land Capital for the express purpose of becoming a Special Purpose Vehicle  
sub account of the Sun Land Capital Working Capital Management Account.

**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)*

3.The GEMTrust Financial Board votes to assign 100% of all common shares to Sun Land Capital. Stock registry and all shar  
certificates to be delivered to agent of Sun Land Capital on October 23, 2017.

October 22, 2017

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

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.

October 22, 2017  
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)

Erly DeCastro

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

Director

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

