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**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Finbe, Inc.

Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

Stephen P. Walroth-Sadurni, Esq.

Contact Person

Walroth-Sadurni Law

Firm/Company

1 Alhambra Plaza, PH

Address

Coral Gables, FL 33134

City, State and Zip Code

walroth.s@walsadlaw.com

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

For further information concerning this matter, please call:

Stephen P. Walroth-Sadurni at ( 305 ) 330.6401

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees    ☐ \$113.75 Filing Fees    ☐ \$113.75 Filing Fees    ☒ \$122.50 Filing Fees,  
and Certificate of                      and Certified Copy                      Certified Copy, and  
Status    Certificate of Status

**Mailing Address:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

New Filing Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

## ARTICLES OF CONVERSION

Converting Entity: Credito Real USA Finance, LLC.

Converted Entity: Finbe, Inc.

### *Conversion of Eligible Florida Limited Liability Company Into Florida for Profit Corporation*

The undersigned, constituting all of the Members of Credito Real USA Finance, LLC, a limited liability company duly organized, validly existing, and in good standing under the laws of the State of Florida, which maintains its domicile and principal place of business at 1475 W. Cypress Creek Road, Suite 300, Ft. Lauderdale, FL 33309 (the "Converting Entity"), pursuant to Fla. Stat. §§ 605.1041, 605.1042, 605.1043 and 605.1045 relating to the conversion of Florida limited liability company to a Florida for profit corporation, and in accordance with the requirements of Fla. Stat. §§ 607.0202, 607.0401 and 607.11933, do hereby execute, acknowledge and submit these **Articles of Conversion, together with the attached Articles of Incorporation** to the Florida Department of State, Division of Corporations, to convert Credito Real USA Finance, LLC to a Florida for Profit Corporation; and hereby affirm as follows:

1. The Converting Entity. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is: **Credito Real USA Finance, LLC**. The jurisdiction of the formation of the Converting Entity was and is the **State of Florida**. The Converting Entity is presently a **Florida limited liability company**, that was first organized or formed under the laws of the **State of Florida** on **December 21, 2006**; Florida Business Document No. **L06000121611**.

2. The Converted Entity. The name of the proposed Converted Entity, as set forth in the attached Articles of Incorporation, will be **Finbe, Inc.** (the "Converted Entity"). The jurisdiction of formation for the proposed Converted Entity is the **State of Florida**. Upon the filing of the Articles of Incorporation with the Florida Department of State, Division of Corporations, Finbe, Inc., shall be a **Florida corporation for profit**, and shall be subject to the laws of the State of Florida, including the Florida Business Corporation Act, Florida Statutes §§ 607.0101 et seq.

3. Plan of Conversion. A Plan of Conversion and the proposed conversion have been formally approved and authorized by each of the Members of the Converting Entity in accordance with Fla. Stat. §§ 605.1041 thru 605.1046, as well Fla. Stat. Chapters 605 (the Florida Revised Limited Liability Company Act) and 607 (the Florida Business Corporation Act), and any and all other applicable laws of Converting Entity's current/organic jurisdiction, to wit, the State of Florida.

4. Waiver of Appraisal Rights. Each of the Members of the Converting Entity expressly and irrevocably waived any and all appraisal rights to which the Members are entitled to under Fla. Stat. §§ 605.1006 and 605.1061 thru 605.1072 that arise from the Plan of Conversion or the proposed conversion of the Converting Entity to a Florida corporation for profit.

5. Articles of Incorporation of the Converted Entity. An executed original of the proposed Articles of Incorporation (the requisite public organic record) of the proposed Converted Entity, is attached hereto as **Exhibit "A"**.

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Articles of Conversion

Converting Entity: Credito Real USA Finance LLC

Converted Entity: Finbe, Inc.

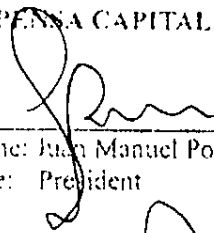
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6. Effective Date of the Conversion If not effective as of the date of filing, the undersigned respectfully request that the effective date of the conversion be on August 1st 2023. It is understood that the effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.

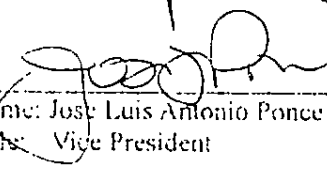
IN WITNESS WHEREOF, the undersigned Members of Credito Real USA Finance, LLC, the Converting Entity, have executed these Articles of Conversion for the uses and purposes therein stated this 21<sup>st</sup> day of July, 2023.

Required Signature(s) of each the Members of Credito Real USA Finance, LLC, the Florida Converting Limited Liability Company:

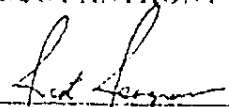
BEPENSA CAPITAL, INC.

  
Name: Juan Manuel Ponce Diaz  
Title: President

  
Name: Alberto Ponce Guerrero  
Title: Vice President

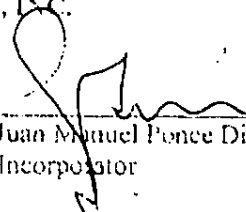
  
Name: Jose Luis Antonio Ponce Manzanilla  
Title: Vice President

SCOT ANTHONY SEAGRAVE



Required Signature(s) of the Incorporator of FINBE, INC., the proposed Florida Converted Entity:

FINBE, INC.

  
Name: Juan Manuel Ponce Diaz  
Title: Incorporator

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Articles of Conversion

Converting Entity: Credito Real USA Finance LLC

Converted Entity: Finbe, Inc.

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Exhibit "A"

**Articles of Incorporation of Finbe, Inc.**

## ARTICLES OF INCORPORATION

*(Pursuant to Fla. Stat. §§ 607.0101 et seq.)*

The undersigned incorporator, pursuant to Fla. Stat. §§ 607.0202, 607.0401 and 607.11933, and in accordance with the requirements of Fla. Stat. §§ 605.1041, 605.1042, 605.1043 and 605.1045 relating to the conversion of Florida limited liability company to a Florida corporation, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the Florida Business Corporation Act, Fla. Stat. §§ 607.0101 et seq.

### ARTICLE I

#### NAME

The name of the corporation shall be: **Finbe, Inc.**

### ARTICLE II

#### PRINCIPAL OFFICE

The principal place of business and the mailing address of the Corporation shall be located at 1475 W. Cypress Creek Rd., Suite 300, Ft. Lauderdale, FL 33309.

### ARTICLE III

#### BUSINESS AND PURPOSES

The purpose for which the Corporation is organized: To engage in any and all lawful business or enterprise intended to be profitable to the Corporation.

### ARTICLE IV

#### CAPITAL STOCK

The number of shares of capital stock authorized for issuance by the Corporation is 10,000 shares of common stock, with full voting rights, and a par value of \$1.00 per share (the "Shares"). Each Share of common stock authorized for issuance hereunder shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of the Corporation.

### ARTICLE V

#### INITIAL BOARD OF DIRECTORS

The individuals, whose names and addresses are set forth below, are hereby appointed and confirmed as the initial Directors of the Corporation as of the date these Articles of Incorporation are filed with the Florida Department of State, Division of Corporations:

#### Names of Initial Director(s)

Juan Manuel Ponce Díaz  
7227 N.W. 74<sup>th</sup> Avenue  
Miami, Florida 33166

Alberto Ponce Gutiérrez  
7227 N.W. 74<sup>th</sup> Avenue  
Miami, Florida 33166

José Luis Antonio Ponce Manzanilla  
7227 N.W. 74<sup>th</sup> Avenue  
Miami, Florida 33166

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Scot Anthony Seagrave  
1475 W. Cypress Creek Rd.  
Suite 300  
Ft. Lauderdale, FL 33309

ARTICLE VI  
INITIAL OFFICERS

The individuals whose names and addresses are set forth below are hereby appointed and confirmed as the initial Officers of the Corporation as of the date these Articles of Incorporation are filed with the Florida Department of State, Division of Corporations:


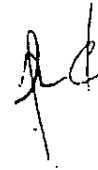
<u>Name of Officer</u>	<u>Title</u>
José Luis Antonio Ponce Manzanilla 7227 N.W. 74 <sup>th</sup> Avenue Miami, Florida 33166	CEO & President
Juan Manuel Ponce Díaz 7227 N.W. 74 <sup>th</sup> Avenue Miami, Florida 33166	Executive Vice President
Alberto Ponce Gutiérrez 7227 N.W. 74 <sup>th</sup> Avenue Miami, Florida 33166	Executive Vice President
José María Casares Cámara 7227 N.W. 74 <sup>th</sup> Avenue Miami, Florida 33166	Secretary and Treasurer
José Juan Vázquez Basaldua 7227 N.W. 74 <sup>th</sup> Avenue Miami, Florida 33166	Executive Chief Operating Officer
Scot Anthony Seagrave 1475 W. Cypress Creek Rd. Suite 300 Ft. Lauderdale, FL 33309	Managing Director

ARTICLE VII  
EXISTENCE OF CORPORATION

In accordance with Section 607.0203, Florida Statutes, the existence of this Corporation shall commence on the date these Articles of Incorporation filed with the Florida Department of State of Florida, Division of Corporations. The existence of this Corporation thereafter shall be perpetual.

ARTICLE VIII  
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Corporation shall be located at 1 Alhambra Plaza, Penthouse, Coral Gables, Florida 33134, United States of America; and the initial Registered Agent of this Corporation at such office shall be Stephen P. Walroth-Sadurni, Esq.

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ARTICLE IX  
INCORPORATOR

The name and street address of the Incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Juan Manuel Ponce Díaz	7227 N.W. 74 <sup>th</sup> Avenue Miami, Florida 33166

ARTICLE X  
AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all of the rights conferred upon the Shareholders are subject to this reservation.

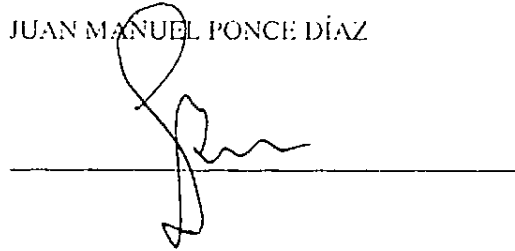
ARTICLE XI  
APPLICABILITY OF FLORIDA STATUTE § 607.0901

The provisions of Fla. Stat. § 607.0901, Florida Statutes, relating to *Affiliated Transactions* is inapplicable to the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated this 21<sup>st</sup> day of July, 2023, and effective as of the 1<sup>st</sup> of August 2023 (the "Effective Date").

*Incorporator:*

JUAN MANUEL PONCE DÍAZ




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1011-001-11004



(In Compliance with Fla. Stat. § 607.0501)

2 day of July 2023, and effective as of the 1<sup>st</sup> of August 2023 (the "Effective Date").



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