

S68597

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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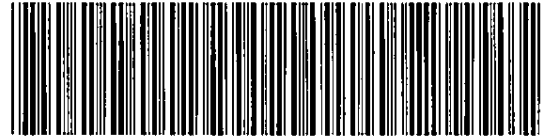
(Business Entity Name)

(Document Number)

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STATE OF NEW YORK

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Baron Capital Enterprise Inc.

DOCUMENT NUMBER: S68597

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

Please return all correspondence concerning this matter to the following:

Davy Karkason Esq. ACIarb.
Name of Contact Person
Transnational Matters PLLC
Firm/ Company
2121 biscayne Blvd. #1878
Address
Miami, Florida, 33137
City/ State and Zip Code
dk@transnationalmatters.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Davy Karkason Esq. at (305) 417-9866
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 &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

Baron Capital Enterprise Inc.

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

S68597

(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:

N/A 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)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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 N/A

(Florida street address)

New Registered Office Address:

(City)

Florida

(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

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

FILED
2025 JAN -9 PM 5:44
CLERK OF COURT
FLORIDA

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
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3) <input type="checkbox"/> Change	_____	_____	_____
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<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

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

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

See 1a- attached pages as approved by Court Order attached as Exhibit 1b of this filing

[illegible]

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)

12/18/2024

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.

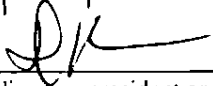
Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☐ 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)

Dated 01/07/2025

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)

Davy Karkason, Esq.
(Typed or printed name of person signing)

Registered Agent / Counsel for Baron Capital
(Title of person signing)

EXHIBIT 1A

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF BARON CAPITAL ENTERPRISE INC.

Pursuant to the authority of Section 607.1002 of the Florida Business Corporation Act and the Court Order as Exhibit 1b, **Baron Capital Enterprise Inc.** (the "Corporation"), a Florida corporation, adopts the following Articles of Amendment to its Articles of Incorporation:

1. **Creation of one (1) Preferred J Class Stock**

The Corporation hereby creates a new class of stock, one (1) **Preferred J Class**, with the following rights and preferences:

- **Voting Power:** Each share of Preferred J Class Stock shall have **80% of the voting power across all classes** of shares of the Corporation and is entitled to vote on all matters all other shareholders of all other share classes are entitled to vote on
- **Ownership Restriction:** Preferred J Class Stock shall be exclusively held by **Jake P. Noch** or his affiliated entities.
- **Purpose:** The Preferred J Class Stock is created to enable efficient decision-making and to facilitate corporate restructuring and compliance efforts.

2. **Effective Date**

This amendment shall become effective upon filing with the Florida Department of State.

**IN THE CIRCUIT COURT OF THE TWENTIETH JUDICIAL CIRCUIT
CIRCUIT IN AND FOR COLLIER COUNTY, FLORIDA**

JAKE P. NOCH FAMILY OFFICE LLC.,

CASE NO:11-2024-CA-000998-0001-XX

A Limited Liability Company in St. Kitts & Nevis

v.

Baron Capital Enterprise Inc.
a Florida Corporation,

Defendant.

**ORDER GRANTING THE PLAINTIFF'S MOTION FOR
FINAL DEFAULT JUDGMENT.**

THIS CAUSE having come before the Court on the Plaintiff, JAKE P. NOCH FAMILY OFFICE LLC's Amended Motion for Final Default Judgment and the Court having reviewed the file, upon agreement of counsel and the client, and the Court otherwise being fully advised in the premises, it is hereby

ORDERED and ADJUDGED as follows:

- a. Plaintiff's Amended Default Motion is GRANTED.
- b. Defendant Baron Capital Enterprise Inc. has failed to file an Answer or otherwise respond to Plaintiff's Complaint within the time specified by Florida's Rules of Civil Procedure.
- c. Default judgment is hereby entered against Defendant Baron Capital Enterprise Inc., in favor of Plaintiff.
- d. Plaintiff is appointed as Chairman of the Board (COB) and Chief Executive Officer (CEO) of Baron Capital Enterprise Inc. without the need to hold a formal shareholder vote.

- e. Plaintiff is granted custodianship of Baron Capital Enterprise Inc.
- f. All existing share classes that Plaintiff deems necessary are hereby removed.
- g. Plaintiff is provided with a voting control block as part of this process.
- h. Any voting rights issues, as requested by Plaintiff, are addressed and resolved.
- i. Plaintiff's annual salary as custodian, including any affiliated entities or third parties as directed by Jake P. Noch, will be paid in the form of a convertible note. This convertible note shall allow Jake P. Noch, his affiliated entities, or any party or third party as directed by Jake P. Noch / Jake P. Noch Family Office LLC, to receive shares until realizing six million dollars (\$6,000,000.00) annually, in addition to ongoing reimbursements for any capital expenses paid on the company's behalf. Additionally, Plaintiff will receive 50% of the net profit from all future ventures formalized under the company. The note shall remain valid and in effect until Mr. Noch realizes six million dollars (\$6,000,000.00) annually, with additional shares added to the convertible note as necessary to achieve this amount. The entity shall indemnify Plaintiff for any unknown liabilities that may pre-exist. This salary mechanism accounts for the risks undertaken and costs incurred in addressing regulatory issues, restructuring the business, and acquiring or building a new company, ensuring the continued benefit to shareholders.
- j. The reimbursement, convertible note, and the shares related to this transaction shall be conducted solely under a Section 3 (a)(10) exemption of the Securities Act of 1933. This exemption shall apply to both the newly issued shares and any previously acquired shares in the open market. The Court shall schedule a fairness hearing to ensure compliance with the exemption process, and to find that the terms

and conditions of the exchange are fair to those to whom securities will be issued.

- k. Additionally, the custodian will take over the Series AA shares, BB shares, and any other control blocks and will have the discretion to determine the structure of the shares currently in existence.
- l. Furthermore, the Court creates a class of shares called Preferred J Class with the following rights: a. Each share in the Preferred J Class can vote on all matters. b. The Preferred J Class is intended to be exclusively held by Jake P. Noch or his affiliated entities. c. The Preferred J Class will have 80% voting power across all classes of shares of the company.
- m. The Section 3(a)(10) exemption applies directly to the underlying shares of common stock of Defendant, and accordingly, such shares issued to Plaintiffs, Jake P. Noch et al., in connection with their Settlement Agreement, do not need to rely on Rule 144 or any other exemption from the Act's registration requirements. Neither Plaintiffs nor the shares of common stock of Defendant issued or to be issued pursuant to the Section 3(a)(10) exemption are subject to compliance with any of the provisions of Rule 144, including, but not limited to, volume limitations and affiliate restrictions.
- n. The Section 3(a)(10) exemption shall also apply to previous issuance transactions by Defendant, to Plaintiffs, Jake P. Noch et al., and their respective affiliates. Amounts previously realized from sales of Defendant's common stock will be deducted from the current amounts outstanding under the Settlement Agreement and/or future balances as one-time deductions.
- o. Issuances of shares of common stock under the Settlement Agreement pursuant to

the Section 3(a)(10) exemption are not required to be accomplished in limited tranches, and there is no restriction on the issuance of such shares.

- p. The Section 3(a)(10) exemption provided by this Court's Order is not linked to the public market per-share price of Defendant's common stock and is solely based on the funds realized by Plaintiffs from the sale of such shares.
- q. Moreover, Jake P. Noch or his family office, Jake P. Noch Family Office LLC, shall not incur any liability or be responsible for previous actions or transactions prior to being appointed as the CEO or Chair Man of the Company.
- r. Rodrigo Di Federico is appointed as Chief Technology Officer (CTO) of Baron Capital Enterprise Inc. (BCAP) in exchange for compensation of one million dollars (\$1,000,000.00) per year via 3(a)(10) shares, along with an additional 10%-20% of the net profit from any new business ventures initiated under the trading program he brings to BCAP.
- s. Given the dormant status of the Company, the creation of the Preferred J Class shares and other structural changes will enable Plaintiff to implement necessary changes, ensuring compliance and revitalization of the company, ultimately benefiting the shareholders.

DONE and ORDERED in Chambers, Collier County

08/23/2024 10:12:44
11-2024-CA-000998-0001-01

Ramiro Mañalich, Circuit Court Judge hEv6115W
11-2024-CA-000998-0001-01 08/23/2024 10:12:44

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