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gf 2/10/12

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Second Street Capital, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kyle E. Meyer

Name of Person

Second Street Capital, Inc.

Firm/Company

1401 East Broward Boulevard, Suite 103

Address

Fort Lauderdale, FL 33301

City/State and Zip code

kmeyer@secondstreetcap.com

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

For further information concerning this matter, please call:

Kyle E. Meyer

Name of Person

at (954) 848-6250

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

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Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Second Street Capital, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New Jersey 3. 22-2433361
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/02/1981 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 5, 2011
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1401 East Broward Boulevard, Suite 103, Fort Lauderdale, FL 33301
(Principal office address)
1401 East Broward Boulevard, Suite 103, Fort Lauderdale, FL 33301
(Current mailing address)

8. Specialty Finance Company
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Kyle E. Meyer

Office Address: 1401 East Broward Blvd, Suite 103

Fort Lauderdale, Florida 33301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: _____

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Address: _____

Vice Chairman: _____

Address: _____

Director: Kyle E. Meyer

Address: 1401 East Broward Boulevard, Suite 103

Fort Lauderdale, FL 33301

Director: George Henderson, Jr.

Address: 1401 East Broward Boulevard, Suite 103

Fort Lauderdale, FL 33301

B. OFFICERS

President: Kyle E. Meyer

Address: 1401 East Broward Boulevard, Suite 103

Fort Lauderdale, FL 33301

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Laura Camisa, Chief Financial Officer

(Typed or printed name and capacity of person signing application)

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Director

- Maria F. Caldarone
1401 East Broward Boulevard, Suite 103
Fort Lauderdale, FL 33301

Director

- Anthony J. Caldarone
1401 East Broward Boulevard, Suite 103
Fort Lauderdale, FL 33301

Chief Investment Officer

- George Henderson, Jr.
1401 East Broward Boulevard, Suite 103
Fort Lauderdale, FL 33301

Chief Financial Officer

- Laura Camisa
1401 East Broward Boulevard, Suite 103
Fort Lauderdale, FL 33301

Chief Operating Officer

- Thomas Lunak
1401 East Broward Boulevard, Suite 103
Fort Lauderdale, FL 33301

Executive Vice President

- Maria F. Caldarone
1401 East Broward Boulevard, Suite 103
Fort Lauderdale, FL 33301

Executive Vice President

- John T. Rodgers
1401 East Broward Boulevard, Suite 103
Fort Lauderdale, FL 33301

**STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
SHORT FORM STANDING**

SECOND STREET CAPITAL, INC.

0100150894

With the Previous or Alternate Name

CALTEN ENTERPRISES, INC. (Previous Name)

CALTON, INC. (Previous Name)

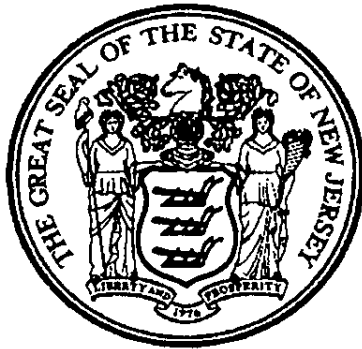
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I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on October 2, 1981.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify the registered agent and registered office are:

*Philip D. Forlenza
125 Half Mile Road
Suite 300
Red Bank, NJ 07701*



Certificate Number: 122988460

Verify this certificate online at

http://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
8th day of February, 2012*

A handwritten signature in black ink, appearing to read "Andrew P. Sidamon-Eristoff".

**Andrew P Sidamon-Eristoff
State Treasurer**