

214 000149836

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

JUL 15 2015

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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: SF HOLDINGS & MANAGEMENT LLC

Dear Sir or Madam:

The enclosed Statement of Authority and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Eric Feinstein

Security Capital Ventures, LLC

P.O. Box 110448

Naples, FL 34108

ef@securitycapitalventures.com

For further information concerning this matter, please call:

Eric Feinstein at (239) 572 – 1234

MAILING ADDRESS:

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

STREET/COURIER ADDRESS:

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

55.00

STATEMENT OF AUTHORITY

Pursuant to Section 605.0302, Florida Statutes, this limited liability company submits the following statement of authority:

FIRST: The name of the limited liability company is: **SF HOLDINGS & MANAGEMENT LLC.**

SECOND: The street address of the limited liability company's principal office is:

**8300 SW 8 Street, #308
Miami, FL 33144**

The mailing address of the limited liability company's principal office is:

**8300 SW 8 Street, #308
Miami, FL 33144**

THIRD: This statement of authority grants or set limitations of authority on all persons having the status or position of a person in the company, whether as member, transferee, manager, officer or otherwise, or to a specific person on the following:

1. May execute an instrument transferring real property held in the name of the Company.

a. Granted to: The Manager, provided, that until the obligations of the Company to TARSHISH CAPITAL, LLC, a Delaware limited liability company, or its assigns, as "**Lender**", have been satisfied, without the prior written consent of Lender, the Manager may not transfer the real property located at 11982 SW 180 St, Miami, FL 33177, and more fully described in Exhibit A ("the Property"), or any other real property held in the name of the Company.

b. No such authority is granted to the members of the Company, or any other person.

2. May enter into other transactions on behalf of, or otherwise act for or bind, the company.

a. Granted to: The Manager, provided, that until the obligations of the Company to Lender have been satisfied, without the prior written consent of Lender, the Manager may not bind the Company to any of the following:

(i) The sale, exchange, or encumbrance of the Property for an amount that will not satisfy all amounts owed to Lender;

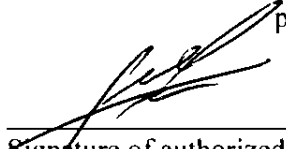
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STATEMENT OF AUTHORITY

- (ii) A lease of the Property for any period exceeding one year, or which could exceed one year taking into account all extension rights granted to the lessee in any such lease;
- (iii) A fundamental change in, or termination of, the Company's business and/or principal purpose;
- (iv) A merger, reorganization, re-capitalization, or dissolution of the Company;
- (v) The payment of any fee or other compensation to any Manager, any Member or any affiliate of any of them;
- (vi) Any transaction between the Company and the Manager or any Member, or any affiliate of any of them;
- (vii) The acquisition or lease of any real property other than the Property;
- (viii) Any borrowing or any refinancing or restructuring of any loan;
- (ix) Lending any funds of the Company;
- (x) The amendment or cancellation of the Articles of Organization;
- (xi) The filing, amendment, or cancellation of any Statement of Authority filed on behalf of the Company;
- (xii) The admission of a new Member in the Company;
- (xiii) The issuance of additional interests to a Member in the Company;
- (xiv) The amendment of the operating agreement of the Company; and
- (xv) Any distribution to any Member

- b. No such authority is granted to the members of the Company, or any other person.



Signature of authorized representative

Felix J. OLIVERA

Typed or printed name of signature

EXHIBIT A

Legal Description

LOTS 46, 47 AND 48, BLOCK 7, OF SOUTH MIAMI HEIGHTS ADDITION B, ACCORDING TO THE PLAT THEREOF, AS RECORDED IN THE PLAT BOOK 23, PAGE 16 OF THE PUBLIC RECORDS OF MIAMI-DADE COUNTY, FLORIDA.

(commonly Known as: 11982 SW 180 St, Miami, FL 33177)

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