

M03000002054

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

January 29, 2004

CURNUTTE  
4003 ESTES RD.  
NASHVILLE, FL 37215

SUBJECT: SECURITY CAPITAL, LLC  
Ref. Number: M03000002054

We have received your document for SECURITY CAPITAL, LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$25.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 004A00006118

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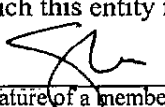
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO  
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**SECTION I (1-3 must be completed)**

1. Name of limited liability company as it appears on the records of the Florida Department of State: Security Capital, LLC
2. Jurisdiction of its organization: Tennessee
3. Date authorized to do business in Florida: 06/19/2003

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? N/A
5. New name of the limited liability company: STEVEN D. CURNUTTE is no longer a member or
6. If the amendment changes the period of duration, indicate new period of duration: owner, and has no connection whatsoever to
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: the company (see attached)
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: \_\_\_\_\_
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in jurisdiction under the law of which this entity is organized.

  
\_\_\_\_\_  
Signature of a member or the authorized  
representative of a member

STEVEN D. CURNUTTE

Typed or printed name of signee

Filing Fee: \$25.00

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FLORIDA

**ACTIONS TAKEN BY WRITTEN CONSENT  
OF THE MEMBERS  
OF  
SECURITY CAPITAL GROUP, LLC**

In lieu of a special meeting of the Members of Security Capital Group, LLC (the "Company"), a Tennessee limited liability company, and to complete the transfer of Membership Interest contemplated by the Members of the Company, the Members of the Company, in accordance with the provisions of Section 48-223-101 of the Tennessee Limited Liability Company Act (the "Act"), hereby unanimously consent to taking action without a meeting, by written consent, and hereby take the following actions:

The following Resolutions are hereby adopted by unanimous vote of all of the Members:

**1. Transfer of Membership Interest.**

**RESOLVED**, that the Company shall enter into and consummate a transaction whereby Members Greg L. Fairbetter and Paul Mitchell (collectively the "Transferee Members") shall each acquire Fifty Percent (50%) of all of the membership interests (the "Membership Interest") in the Company owned by Steve Curnutte (the "Transferor Member"). The Transferor Member hereby assigns his Membership Interest for adequate consideration, receipt of which is hereby acknowledged by the Members, and upon such other terms and subject to other conditions which the Managers of the Company shall determine to be in the best interests of the Company and accepted by the Members;

**RESOLVED, FURTHER**, that the Transferor Member hereby assigns all of his Membership Interest including, without limitation, the Financial Rights and Governance Rights in accordance with Chapter 218 of the Act and the Members acknowledge and agree that upon the completion of this transaction, Member Greg L. Fairbetter and Member Paul Mitchell shall each own Fifty Percent (50%) of the membership interest in the Company;

**RESOLVED, FURTHER**, that the transfer of the Membership Interest shall not cause the Company to terminate for federal income tax purposes;

**RESOLVED, FURTHER**, that the transfer of the Membership Interest is exempt from all applicable registration and will not violate any applicable laws regulating the transfer of securities;

**RESOLVED, FURTHER**, that Transferor Member hereby acknowledges that he has received all distributions attributable to his Membership Interest for all accounting periods on or before the transfer to the Transferee Members. Transferor Member further acknowledges and agrees that he shall not be entitled to any additional distribution and allocation for the Membership Interest in the future solely due to its status as a member of the Company prior to the transfer of his Membership Interest as set forth herein;

**RESOLVED, FURTHER**, pursuant to Section 48-245-101(b) of the Act, despite the occurrence of a dissolution event, as such is defined in Section 48-245-101(a)(2)(J) of the Act, the existence and business of the Company is continued by the consent of the majority vote of the remaining Members;

**RESOLVED, FURTHER**, that pursuant to Section 48-218-104 of the Act, the Transferee Members have provided their respective names, addresses, and social security numbers taxpayer identification number to be included in the records of the Company; and