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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

T. CLINE

SEP 30 2011

EXAMINER



ATTORNEYS AT LAW

CHRISTINE M. WESTFALL
PARALEGAL
(216) 378-4964
Fax (216) 378-9910
cwestfall@mcglinchey.com

FLORIDA LOUISIANA MISSISSIPPI NEW YORK OHIO TEXAS

September 28, 2011

VIA FEDEX OVERNIGHT DELIVERY

Florida Department of State
Division of Corporations
Registration Section, Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Southside Financial Group, LLC
Florida Application for Authorization to Transact Business
Our Reference: 102184.0002

Dear Sir/Madam:

This firm represents Southside Financial Group, LLC ("SFG") in licensing and compliance matters. On behalf of SFG, enclosed please find the following:

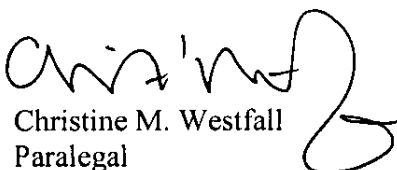
1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida; 2. Cover Letter; 3. Original Certificate from the Texas Secretary of State; and 4. Firm check in the amount of \$125.00 as payment for the filing fee.

Please confirm receipt of this letter and the enclosures by date-stamping the enclosed copy of this letter and return it to me in the enclosed self-addressed stamped envelope.

Thank you, in advance, for your assistance with this matter. Please do not hesitate to contact me if you have any questions or require additional information.

Sincerely,

McGlinchey Stafford PLLC


Christine M. Westfall
Paralegal

cmw
Enclosures

598188.1

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Southside Financial Group, LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Christine M. Westfall, Paralegal
Name of Person

McGlinchey Stafford PLLC
Firm/Company

25550 Chagrin Boulevard, Suite 406
Address

Cleveland, Ohio 44122
City/State and Zip Code

cwestfall@mcglinchey.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christine M. Westfall at (216) 378-4964
Name of Person Area Code & Daytime Telephone Number

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

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

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

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TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Southside Financial Group, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Texas

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 26-0696332

(FEI number, if applicable)

4. 08/17/2007

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. ☐ ☐ ☐

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 700 West Arkansas Lane, Suite 150

Arlington, TX 76013

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

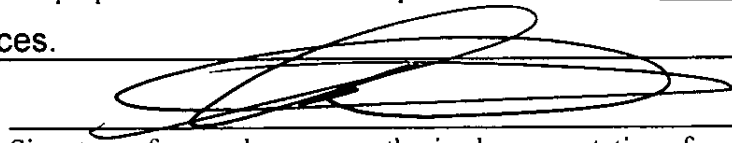
Southside Venue I, LLC

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TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Financial Services.


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any 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.)

Steve Burke, President and Chief Executive Officer

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Southside Financial Group, LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

CT Corporation Systems

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Maria Ozaeta
(Signature)

Maria Ozaeta
Vice President

| | |
|-----------|----------------------------------|
| \$ 100.00 | Filing Fee for Application |
| \$ 25.00 | Designation of Registered Agent |
| \$ 30.00 | Certified Copy (optional) |
| \$ 5.00 | Certificate of Status (optional) |

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for Southside Financial Group, LLC (file number 800858701), a Domestic Limited Liability Company (LLC), was filed in this office on August 16, 2007.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 22, 2011.



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State