

M/3000000072

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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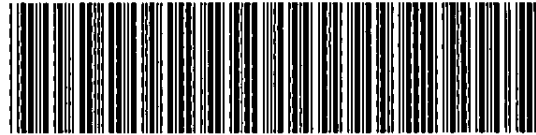
(Business Entity Name)

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JAN - 4 2013

FLORIDA FILING & SEARCH SERVICES, INC.

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PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 01/03/13

NAME: MERITAGE CAPITAL, LLC

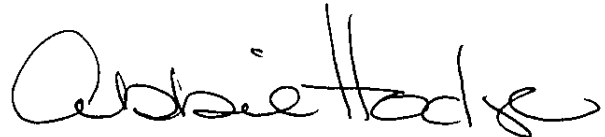
TYPE OF FILING: FOREIGN LIMITED LIABILITY COMPANY

COST: 155.00

RETURN: CERTIFIED COPY

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



CR2E027 (9/10)

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MERITAGE CAPITAL, 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:

CHRISTINA T. RODRIGUEZ

Name of Person

HAYNES AND BOONE, LLP

Firm/Company

2323 VICTORY AVENUE, SUITE 700

Address

DALLAS, TEXAS 75219

City/State and Zip Code

LORI@MERITAGECAPITAL.COM

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

For further information concerning this matter, please call:

LORI A. SHAVER

Name of Person

at (512)

637.9763

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

FILED
13 JAN -3 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. MERITAGE CAPITAL, 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. DELAWARE 3. 14-1883252
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. DECEMBER 31, 2012 5. PERPETUAL
(Date of Organization) (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. 114 W. SEVENTH STREET, SUITE 1300
AUSTIN, TEXAS 78701
(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:

SEE SCHEDULE 1 ATTACHED.

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: THE PURPOSE FOR WHICH THE LIMITED LIABILITY COMPANY IS FORMED IS FOR THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS FOR WHICH A LIMITED LIABILITY COMPANY MAY TRANSACTION BUSINESS IN FLORIDA.

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

JANUARY 2, 2013

(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.)

JOE S. WADE

Typed or printed name of signer

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

MERITAGE CAPITAL, LLC

SCHEDULE 1

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

MANAGERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Joe S. Wade	Manager	6410 Poplar Avenue Suite 650 Memphis, Tennessee 38119
Wilson Capital Partners, LLC	Manager	8700 Trial Lake Drive West Suite 300 Memphis, Tennessee 38125
Thomas Meredith	Manager	114 W. Seventh Street Suite 1300 Austin, Texas 78701
Alex C. Smith	Manager	114 W. Seventh Street Suite 1300 Austin, Texas 78701

**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:

MERITAGE CAPITAL, 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:

Q T CORPORATION SYSTEM

(Name)

1200 SOUTH PINE ISLAND ROAD

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

PLANTATION,

FL

33324

City/State/Zip

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.


(Signature)

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

IMANAGE: 2127677v1

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERITAGE CAPITAL, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JANUARY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MERITAGE CAPITAL, LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

3663444 8300

130000062

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0109210

DATE: 01-02-13