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APR 27 2018

FILED

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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Leon Capital 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:

Scott Parr

Name of Person

Leon Capital Group

Firm/Company

3500 Maple Ave., Suite 1600

Address

Dallas, TX 75219

City/State and Zip Code

sparr@leoncapitalgroup.com

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

For further information concerning this matter, please call:

Sarah Saadeh

214
at ()

270-1961

Name of Contact 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

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Leon Capital 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. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Dallas, TX 3. 20-5359906
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. <u>Leon Capital Group</u> (Street Address of Principal Office) <u>3500 Maple Ave., Suite 1600</u> <u>Dallas, TX 75219</u>	6. <u>Leon Capital Group</u> (Mailing Address) <u>3500 Maple Ave., Suite 1600</u> <u>Dallas, TX 75219</u>
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7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

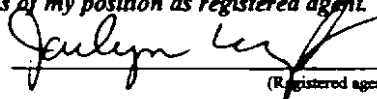
Name: Registered Agent Solutions, Inc.

Office Address: 155 Office Plaza Dr., Suite A

Tallahassee, Florida 32301
(City) (Zip code)

Registered agent's acceptance:

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 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.



Jaclyn Wright, Assistant Secretary

(Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
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<u>Secretary and General</u>	<u>Rob Pivnick</u> <u>3500 Maple Ave., Suite 1600</u> <u>Dallas, TX 75219</u>
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<u>CEO</u>	<u>Leon Capital Group</u> <u>3500 Maple Ave., Suite 1600</u> <u>Dallas, TX 75219</u>
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(Use attachments if necessary)

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.



Signature of an authorized person

Rob Pivnick

Typed or printed name of signer



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 LEON CAPITAL GROUP, LLC (file number 800713100), a Domestic Limited Liability Company (LLC), was filed in this office on September 27, 2006.

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 April 20, 2018.



A handwritten signature in black ink, appearing to read "R. Pablos".

Rolando B. Pablos
Secretary of State

**WRITTEN CONSENT OF THE SOLE MEMBER
OF LEON CAPITAL GROUP, LLC (the "Company")**

The undersigned, being the sole member and manager (the "Manager") of LEON CAPITAL GROUP, LLC, a Texas limited liability company (the "Company"), hereby adopts the following resolutions by signing this Written Consent.

RESOLVED, that the persons listed on the attached Annex are designated as authorized persons and/or named as officers, directly on behalf of the Company, to take any and all actions, and to execute any and all documents and agreements necessary or advisable in order for the Company to conduct its business in the ordinary course of its operations, such documents to be in such form as such authorized person may approve on the Company's behalf, such approval to be conclusively evidenced by the due execution thereof, and such authorized persons being granted the power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if a person having the authority to bind the Company was personally present. The persons listed shall only have the authority to take such actions as may be limited by the description adjacent their name on the attached Annex. The authority granted to such listed person shall automatically terminate on the date such person is no longer employed by the Company or an affiliate thereof.

RESOLVED, that any and all actions taken by the persons listed on the attached Annex, for and on behalf of the Company, on or prior to the date of this Written Consent be, and the same hereby are, in all respects ratified, confirmed, approved and adopted as acts of the Company.

The undersigned Manager, by signing this Written Consent, waives notice of the time, place and purpose of any special meeting to conduct the business described herein and consents to the transaction of such business and the same shall have the same force and effect as a vote by the undersigned at a properly called and convened special meeting of the Company.

APPROVED as of this 4th day of August, 2017.

APPROVED:



Fernando de Leon,
Sole Member and Manager

2017 AUG 13 10 31 AM

ANNEX

<u>Individual</u>	<u>Title/Officer</u>	<u>Limitations to Authority</u>
✓ Fernando de Leon	Chief Executive Officer	No limitations; full authority.
✓ Rob Pivnick	General Counsel	No limitations; full authority.
✓ Will Tolliver	Managing Director	Authority for the Company's investment, financing (including capital, loan, guaranty and entity documentation), asset management and disposition of retail properties only.
✓ Jesus Araiza	Managing Director	Authority for the Company's investment, financing (including capital, loan, guaranty and entity documentation), asset management and disposition of retail properties only.
✓ David Cocanougher	Managing Director	Authority for the Company's investment, financing (including capital, loan, guaranty and entity documentation), asset management and disposition of MF properties only.
✓ Josh Canafax	Director of Investments	Authority for all investment and financing (including capital, loan, guaranty and entity documentation) related decisions.
✓ Blake Schroeder	Director of Multifamily Development	Authority for the Company's investment, financing (including capital, loan, guaranty and entity documentation), asset management and disposition of MF properties only.
✓ Brian Nicholson	Vice President of Multifamily Development	Authority for the Company's investment, financing (including capital, loan, guaranty and entity documentation), asset management and disposition of MF properties sourced by such individual only.
✓ Matt Wiggins	Senior Director of Finance & Accounting	Authority for all finance and accounting aspects, including by way of example, reporting, tax returns, banking, cash management and reconciliation, financial statements & reporting, financial management and forecasting, budgeting, audits; authority to execute loan documents for all properties and organizational documents for all entities.
✓ Scott Parr	Director of Finance & Accounting	Authority for select finance and accounting aspects, limited to tax returns, banking, cash management and reconciliation, budgeting.
✓ Chance Taylor	Vice President of Asset Management	Authority for asset management of multifamily assets only.
✓ Ryan Griffin	Director of Leasing	Authority for leasing related aspects only.
✓ Dennis Patchakos	Director of Construction	Authority for construction-, geotechnical-, engineering- and architectural-related aspects only.
✓ James Stone	Director, Single Tenant Division	Authority for the Company's acquisition and investment of retail properties only.
✓ Jake Walker	Managing Director	Authority for the Company's acquisition, development, asset management and disposition related to real estate deals sourced by such individual only; authority for all aspects related to the Company's self-storage related operations.
✓ Todd Harrelson	Vice President	Authority for the Company's acquisition, development, asset management and disposition related to real estate deals sourced by such individual only.
John Debrovner	Vice President	Authority for the Company's acquisition, development, asset management and disposition related to real estate deals sourced by such individual only.
Monica Marino	Executive Assistant	Authority for procurement of third party services for the Company.

All individuals detailed above have the authority and duties that are normally associated with the title, if any, adjacent to their name and may conduct business operations of the Company as aforesaid in the name of such title or as "Authorized Signatory."