

1980000000686

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Pinnacle Lending, LLC  
(Name of corporation - must include suffix)

Dear Sir or Madam:

700002558537--6  
-06/12/98--01075--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",  
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to  
transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jo Len Clark  
(Name of Person)  
Pinnacle Lending, LLC  
(Firm/Company)  
1919 Lynnfield Dr.  
(Address)  
Memphis, TN 38119  
(City/State/Zip)

700002558537--6  
-06/29/98--01019--001  
\*\*\*\*\*223.75 \*\*\*\*\*223.75

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Should you need to call someone concerning this matter, please call:

Jo Len Clark at ( 901 ) 821-7004  
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Name	MAA
Availability	MAA
Document Examiner	MAA
Updater	MAA
Updater	MAA
Verifier	MAA
Acknowledgement	MAA
V. P. Verifier	MAA

0597-8600



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 15, 1998

JO LEN CLARK  
1919 LYNNFIELD DR.  
MEMPHIS, TN 38119

SUBJECT: PINNACLE LENDING, LLC  
Ref. Number: W98000013671

We have received your document for PINNACLE LENDING, LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

The articles of organization must be prepared in compliance with section 608.407, Florida Statutes. We are enclosing the appropriate forms and instructions for your convenience.

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 598A00033179

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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. Pinnacle Lending, LLC formerly known as Pinnacle Development Group, LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Tennessee  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 62-1687355  
(FEI number, if applicable)
4. 3/26/97  
(Date of Organization)
5. \_\_\_\_\_  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1919 Lynnfield Dr.  
Memphis, TN 38119  
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Wayne T. Breunig</u>	<u>MGRM</u>	<u>A. O. Carihfield</u>	<u>MGRM</u>
<u>1919 Lynnfield Rd.</u>		<u>1919 Lynnfield Rd.</u>	
<u>Memphis, TN 38119</u>		<u>Memphis, TN 38119</u>	
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**Secretary of State  
Corporations Section**

**James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 06/08/1998  
REQUEST NUMBER: 3520-0951  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 03/26/1997  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0327955  
JURISDICTION: TENNESSEE

TO:  
PINNACLE DEVELOPMENT GROUP LLC  
1919 LYNNFIELD  
ATTN JO LEN CLARK  
MEMPHIS, TN 38119

REQUESTED BY:  
PINNACLE DEVELOPMENT GROUP LLC  
1919 LYNNFIELD  
ATTN JO LEN CLARK  
MEMPHIS, TN 38119

**CERTIFICATE OF EXISTENCE**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
"PINNACLE LENDING LLC"

A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF  
FORMATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;  
THAT THE MOST RECENT LIMITED LIABILITY ANNUAL REPORT REQUIRED HAS BEEN FILED;  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

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FOR: REQUEST FOR CERTIFICATE

ON DATE: 06/08/98

FROM:  
PINNACLE DEVELOPMENT GROUP OPERATING  
1919 LYNNFIELD DRIVE  
MEMPHIS, TN 38119-0000

RECEIVED: FEES \$10.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$10.00

RECEIPT NUMBER: 00002323297  
ACCOUNT NUMBER: 00265797

*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE



**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:

Pinnacle Lending, LLC

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

Ernesto Portuondo

(Name)

9360 Sunset Drive, Suite 257

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Miami

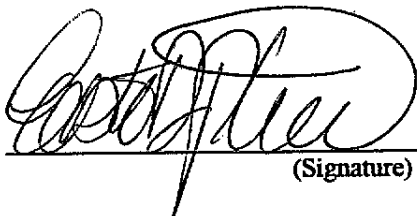
FL

33173

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.*



(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Pinnacle Lending, LLC  
\_\_\_\_\_ certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$1,530,763.34
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;  
(A description of the property is attached and made a part hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$1,530,763.34  
(This total includes amounts from 2 and 3 above.)

Wayne T. Breunig  
**Signature of a member or an authorized representative of a member.**  
(In accordance with section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)

Wayne T. Breunig

Typed or printed name of signee

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**Filing Fee: \$250.00 for Application and Affidavit**