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TALLAHASSEE FLORIDA

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J. BRUCE

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: INDEPENDENCE TAX CREDIT PLUS L.P. II
Name of Limited Partnership or Limited Liability Limited Partnership

DOCUMENT NUMBER: 133646846

The enclosed Statement of Change of Registered Office and/or Registered Agent and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Myra Simmons, Registered Agent Dept.
Contact Person
Capitol Corporate Services, Inc.
Firm/Company
800 Brazos, Ste 400
Address
Austin, TX 78701
City, State and Zip Code

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TALLAHASSEE FLORIDA

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

For further information concerning this matter, please call:

Myra Simmons, Registered Agent Dept. at (800) 345-4647
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a \$35.00 check made payable to the Florida Department of State.

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

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

**LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP
STATEMENT OF CHANGE OF REGISTERED OFFICE OR
REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of section 620.1115, Florida Statutes, the undersigned limited partnership or limited liability limited partnership submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. INDEPENDENCE TAX CREDIT PLUS L.P. II

Name of Limited Partnership or Limited Liability Limited Partnership

2. 5/30/1995

Date of filing/registration in Florida

3. 133646846

Florida document number

4. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

C T Corporation System

Name

1200 South Pine Island Road

Address

Plantation, FL 33324

City, State and Zip

5. The name and Florida street address of the new registered agent and/or office:

Capitol Corporate Services, Inc.

Name

155 Office Plaza Dr, Ste A

Florida street address (P.O. Box not acceptable)

Tallahassee

FL 32301

City, State and Zip

6. Such change(s) is/are effective when filed by the Florida Department of State.


Signature of General Partner

Authorized Representative

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.

Delanie Case
Signature of Registered Agent

Delanie Case, Asst. Secretary on behalf
of Capitol Corporate Services, Inc.

Filing Fee: \$35.00

Certified Copy (optional): \$52.50

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TALLAHASSEE, FLORIDA

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