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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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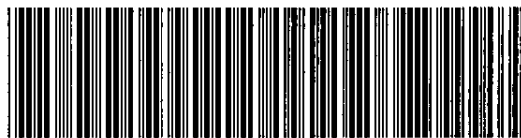
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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12/05/11--01021--033 \*\*1113.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 JAN 31 PM 1:32

FILED

C. LEWIS

Feb 1, 2012

EXAMINER



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 6, 2011

ALEXANDRIA TRIPOLI / BLANCHARD, KRASNER & FRENCH  
800 SILVERADO STREET  
SECOND FLOOR  
LA JOLLA, CA 92037

SUBJECT: JC-SPRINGHILL, LP  
Ref. Number: W11000061068

We have received your document for JC-SPRINGHILL, LP and your check(s) totaling \$1113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return the corrected original and one copy of 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) 245-6047.

Carolyn Lewis  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 411A00027282

# BLANCHARD, KRASNER & FRENCH

A PROFESSIONAL CORPORATION

TELEPHONE: (858) 551-2440  
FACSIMILE: (858) 551-2434  
WEB: <http://www.bkflaw.com>

800 SILVERADO STREET, SECOND FLOOR  
LA JOLLA, CALIFORNIA 92037

ALAN W. FRENCH  
(Deceased)

November 29, 2011

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

Re: Certificate of Conversion  
Our File No.: 1003-321

Dear Sir or Madam:

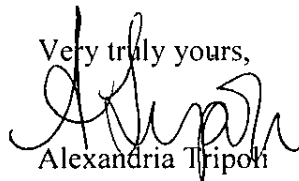
Enclosed please find the following documents for JC-Springhill, GP:

- 1) Cover Letter;
- 2) One (1) executed original and one (1) endorsed copy of the Certificate of Conversion with the Certificate of Limited Partnership (the "Certificates"); and
- 3) A check in the amount of \$1,113.75 (Filing fee + Certified Copy + Certificate of Status), payable to the Division of Corporations.

Please return the certified "filed" stamped endorsed copy of the Certificates in the enclosed self-addressed stamped envelope.

If you have any questions, please feel free to contact the undersigned at (858) 551-2440. Thank you very much for all of your assistance.

Very truly yours,



Alexandria Tripoli  
Paralegal

For BLANCHARD, KRASNER & FRENCH

AVT/  
Enclosures

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** JC-SPRINGHILL, LP  
Name of Resulting Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Conversion, Certificate of Limited Partnership, and fees are submitted to convert an "Other Organization" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

Alexandria Tripoli

Contact Person

Blanchard, Krasner & French

Firm/Company

800 Silverado Street, Second Floor

Address

La Jolla, California 92037

City, State and Zip Code

atripoli@bkflaw.com

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

For further information concerning this matter, please call:

Alexandria Tripoli

Name of Contact Person

at ( 858 ) 551-2440

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$1,052.50 Filing Fees ☐ \$1,061.25 Filing Fees ☐ \$1,105.00 Filing Fees ☒ \$1,113.75 Filing Fees,  
(\$52.50 for Conversion and Certificate of Status and \$1,000 - Certificate) and Certified Copy Certified Copy, and  
Certificate of Status

**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

Certificate of Conversion  
For  
"Other Business Organization"  
Into

Florida Limited Partnership or Limited Liability Limited Partnership

FILED  
2012 JAN 31 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert the following "Other Business Entity" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s.620.2104, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

JC-SPRINGHILL, GP

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a General Partnership 691100001213  
(Enter entity type. Example: corporation, limited liability company, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on September 16, 2011

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. The name of the Florida Limited Partnership or Limited Liability Limited Partnership as set forth in the attached Certificate of Limited Partnership:

JC-SPRINGHILL, LP

(Enter Name of Florida Limited Partnership or Limited Liability Limited Partnership)

4. The conversion was approved as required by Chapter 620, F.S., and was approved in such a manner that complied with the converting organization's governing law.

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Certificate of Limited Partnership, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the other business entity complies with such law(s) in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 26 day of September, 2011.

**Signature of Each General Partner Listed in Attached Certificate of Limited Partnership/Limited Liability Limited Partnership:** Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature: [Signature]  
Printed Name: David Trakman Title: Manager of MNG Real Estate Investments, LLC, General Partner

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**Required Signature(s) on behalf of Other Business Entity:** Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: [Signature]  
Printed Name: Brian C. Malk Title: Trustee of the Brian C. Malk Trust U/D/T February 3, 1981

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$ 52.50
Fees for Florida Certificate of Limited Partnership: ((\$965 Filing Fee and \$35 Filing Fee)	\$1,000.00
Certified Copy:	\$ 52.50 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

CERTIFICATE OF LIMITED PARTNERSHIP  
FOR  
FLORIDA LIMITED PARTNERSHIP  
OR  
LIMITED LIABILITY LIMITED PARTNERSHIP

FILED  
2012 JAN 31 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. JC-SPRINGHILL, LP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)  
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.  
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.  
or LLLP.

2. 9171 TOWNE CENTRE DRIVE, SUITE 335 SAN DIEGO, CA 92122  
Street address of initial designated office

3. CORPORATION SERVICE COMPANY  
Name of Registered Agent for Service of Process

4. 1201 HAYS STREET, TALLAHASSEE, FL 32301  
Florida street address for Registered Agent

5. *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.*

  
Signature of Registered Agent

6. 9171 TOWNE CENTRE DRIVE, SUITE 335 SAN DIEGO, CA 92122  
Mailing address of initial designated office

7. If limited partnership elects to be a limited liability limited partnership, check box ☐.

8. Name and business address of each general partner:

Name:

Business Address:

MNG Real Estate Investments, LLC

9171 TOWNE CENTRE DRIVE, SUITE 335

M12000000154

SAN DIEGO, CA 92122

9. Effective date, if other than the date of filing: \_\_\_\_\_

*(Effective date cannot be prior to nor more than 90 days after the date the document is filed by the Florida Department of State.)*

Signed this 26 day of September, 2011.

Signature of each general partner: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s 817.155, F.S.