

BO6000000424

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

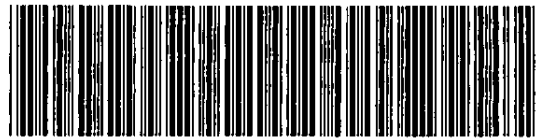
(Document Number)

Certified Copies _____

Certificates of Status _____

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FILED
2010 MAR -8 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

MAR 9 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Victoria Land Partners, LP
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Ali Tripoli
Contact Person

Blanchard, Krasner & French
Firm/Company

800 Silverado Street, Second Floor
Address

La Jolla, CA 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:

Ali Tripoli at (858) 551-2440
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$52.50 Filing Fee ☐ \$61.25 Filing Fee and Certificate of Status ☐ \$105.00 Filing Fee and Certified Copy ☐ \$113.75 Filing Fee, 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

FILED

AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP

2010 MAR -8 PM 3: 15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Victoria Land Partners, LP

BD6000000424

2. The jurisdiction of its formation is: California

3. The date the entity was authorized to transact business in Florida is: 11/21/2006

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

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.

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

The Midtown Niki Group, LP

BD8000000090

3655 Nobel Drive, Suite 650

San Diego, CA 92122

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

☐

The entity elects to be a limited liability limited partnership.

☐

The entity is no longer a limited liability limited partnership.

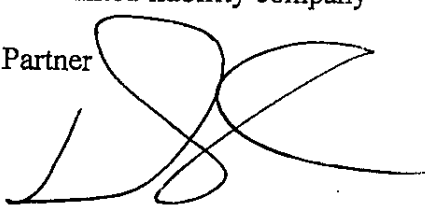
9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

The Midtown Niki Group, LP
a California limited partnership

By: The Midtown Niki Group, LLC
a California limited liability company

Its: General Partner

By: 

David Trakman

Its: Manager

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2010 MAR -8 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 09 2010

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN
Secretary of State



State of California
Secretary of State

LP-10

RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP

A \$30.00 filing fee must accompany this form.

IMPORTANT - Read instructions before completing this form.

FILED
In the office of the Secretary of State
of the State of California

APR 08 2008

This Space For Filing Use Only

FILE NUMBER		ENTITY NAME (Enter the exact name of the limited partnership.)	
1. SECRETARY OF STATE FILE NUMBER 200028500002		2. NAME OF LIMITED PARTNERSHIP Victoria Land Partners, L.P.	
3. ☐ CHECK HERE IF THE LIMITED PARTNERSHIP WAS FORMED PRIOR TO JANUARY 1, 2008 AND HAS ELECTED TO BE GOVERNED BY THE UNIFORM LIMITED PARTNERSHIP ACT OF 2008.			
ENTITY NAME AS AMENDED (If applicable, enter the name of the limited partnership as amended. End the name with the words "Limited Partnership" or the abbreviation "LP" or "L.P.")			
4. NAME OF LIMITED PARTNERSHIP			
PRINCIPAL EXECUTIVE OFFICE ADDRESS or DESIGNATED OFFICE ADDRESS IN CALIFORNIA			
5. ADDRESS		CITY	STATE ZIP CODE
3655 Nobel Drive, Suite 650		San Diego	CA 92122
AGENT FOR SERVICE OF PROCESS (If the agent is an individual, complete both items 6 and 7. If the agent is a corporation, complete item 6 and leave item 7 blank.)			
6. NAME OF AGENT FOR SERVICE OF PROCESS Hoda Mezistrano			
7. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA		CITY	STATE ZIP CODE
3655 Nobel Drive, Suite 650		San Diego	CA 92122
GENERAL PARTNER(S) (Enter the current name and address of each general partner and check the box if the name of the general partner has changed. Attach additional pages, if necessary. Note: The name and address of any new general partners and the name of any dissociated general partners may be included in an attachment to this certificate.)			
8a. NAME	ADDRESS	CITY	STATE ZIP CODE
See Exhibit A attached hereto			
☐ THE NAME OF THIS GENERAL PARTNER HAS CHANGED FROM:			
8b. NAME	ADDRESS	CITY	STATE ZIP CODE
☐ THE NAME OF THIS GENERAL PARTNER HAS CHANGED FROM:			
EXECUTION (This certificate must be signed by all of the general partners unless otherwise provided by law. If additional signature space is necessary, the signatures may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.)			
9. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.			
April 7, 2008 DATE			
SIGNATURE OF GENERAL PARTNER		See Exhibit A Attached Hereto for Signatures TYPE OR PRINT NAME OF GENERAL PARTNER	
SIGNATURE OF GENERAL PARTNER		TYPE OR PRINT NAME OF GENERAL PARTNER	

ATTACHMENT TO
RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
VICTORIA LAND PARTNERS, L.P.
200028500002

8a. Withdrawing General Partners

MNG Mercantile Victoria Investors, LLC
A California Limited Liability Company

By: X 
Peter A. Zarcades, Trustee of the Trust
Indenture of Peter A. Zarcades and
Sandra Rae Zarcades, and any
amendments thereto, dated July 19, 1972
Its: Manager

Address: 3655 Nobel Drive, Suite 650
San Diego, CA 92122

Elijah Property Company, LLC
A Delaware Limited Liability Company

By: The Midtown Niki Group, LLC
A California Limited Liability Company
Its: Manager

By: X 
Peter A. Zarcades
Its: Manager

Address: 3655 Nobel Drive, Suite 650
San Diego, CA 92122

8b. New General Partner

The Midtown Niki Group, LP
A California Limited Partnership

By: The Midtown Niki Group, LLC
A California Limited Liability Company
Its: General Partner

By: X 
Peter A. Zarcades
Its: Manager

Address: 3655 Nobel Drive, Suite 650
San Diego, CA 92122



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