

# B12000000119

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

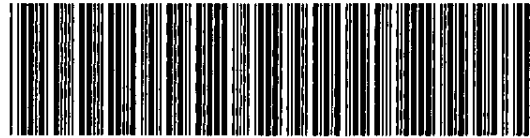
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



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02/12/13--01005--004 \*\*105.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2013 FEB 12 AM 11:46

C. LEWIS

FEB 13 2013

EXAMINER

# 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)

February 5, 2013

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

**Re: Amendment to the Certificate of Authority - Foreign Limited Partnership**

Our File No.: 1003-320

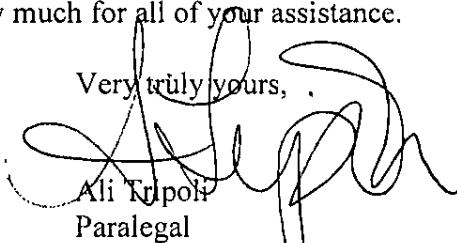
Dear Sir or Madam:

Enclosed please find the following documents for Granite Peak Property Investments, LP:

- 1) Cover Letter;
- 2) One (1) executed original and one (1) endorsed copy of the Amendment to the Certificate of Authority - Foreign Limited Partnership (the "Amendment");
- 3) The Certificate of Conversion from California issued within the past 90 days, evidencing the referenced amendment (General Partner); and
- 4) A check in the amount of \$105.00 (Filing fee + Certified Copy), payable to the Department of Corporations.

Please return the certified "filed" stamped endorsed copy of the Amendment, in the enclosed self-addressed stamped envelope. If you have any questions, please feel free to contact me at (858) 551-2440. Thank you very much for all of your assistance.

Very truly yours,



Ali Tripoli  
Paralegal

For BLANCHARD, KRASNER & FRENCH

AVT/  
Enclosures

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** GRANITE PEAK PROPERTY INVESTMENTS, 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:

Alexandria Tripoli  
Contact Person

Blanchard, Krasner & French  
Firm/Company

800 Silverado Street, 2nd 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:

Alexandria 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

AMENDMENT TO CERTIFICATE OF AUTHORITY 2013 FEB 12 AM 11:46  
FOR  
FOREIGN LIMITED PARTNERSHIP OR  
LIMITED LIABILITY LIMITED PARTNERSHIP

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:

GRANITE PEAK PROPERTY INVESTMENTS, LP

2. The jurisdiction of its formation is: California

B12000000119

3. The date the entity was authorized to transact business in Florida is: 06/11/2012

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:

M12000000154

Business Address:

MNG Real Estate Investments, LLC

9171 Towne Centre Drive, Suite 335

San Diego, CA 92122

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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:

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

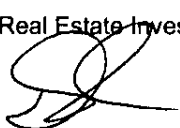
- ☐ The entity elects to be a limited liability limited partnership.
- ☐ The entity is no longer a limited liability limited partnership.

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.)

NEW GENERAL PARTNER:

MNG Real Estate Investments, LLC

By:   
David Trakman, Manager

Dated: January 25, 2013

NAME OF DISSOCIATED GENERAL PARTNERS:

  
Brian C. Malk

Dated: January 25, 2013

  
Peter A. Zarnades

Dated: January 25, 2013

  
David Trakman

Dated: January 25, 2013



State of California  
Secretary of State

LP-1A

File # **201128300005**

Certificate of Limited Partnership - Conversion

Important — Read all instructions before completing this form.

**FILED** *24/2*  
In the Office of the Secretary of State  
of the State of California

**SEP 15 2011**  
This Space For Filing Use Only

Converted Entity Information

1. NAME OF LIMITED PARTNERSHIP (End the name with the words "Limited Partnership" or the abbreviation "LP" or "L.P.")

Granite Peak Property Investments, LP

2. NAMES AND ADDRESSES OF ALL GENERAL PARTNERS (Attach additional pages, if necessary.)

NAME	ADDRESS	CITY	STATE	ZIP CODE
MNG Real Estate Investments, LLC	9171 Towne Centre Drive, Suite 335	San Diego	CA	92122
NAME	ADDRESS	CITY	STATE	ZIP CODE

3. ADDRESS OF INITIAL DESIGNATED OFFICE IN CALIFORNIA

CITY

STATE

ZIP CODE

9171 Towne Centre Drive, Suite 335

San Diego

CA

92122

4. NAME OF INITIAL AGENT FOR SERVICE OF PROCESS (If the initial agent is an individual, the agent must reside in California and both Items 4 and 5 must be completed. If the initial agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 4 must be completed (leave Item 5 blank).)

David Trakman

5. IF AN INDIVIDUAL ADDRESS OF INITIAL AGENT FOR SERVICE OF PROCESS IN CA

CITY

STATE

ZIP CODE

9171 Towne Centre Drive, Suite 335

San Diego

CA

92122

Converting Entity Information

6. NAME OF CONVERTING ENTITY

Granite Peak Property Investments

7. FORM OF ENTITY

8. JURISDICTION

9. CA SECRETARY OF STATE FILE NUMBER, IF ANY

General Partnership

CA

302002100017

10. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUATED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS

Partnership Interests, 2 Partners

100%

Additional Information

11. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

12. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

August 3, 2011

DATE

SIGNATURE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON

Brian C. Malk, Trustee of the Brian C. Malk Trust dated February 3, 1981, as amended, Partner

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON  
Peter A. Zarcades, Trustee of the Trust Indenture of Peter A. Zarcades and Sandra Zarcades, dated July 19, 1972, as amended, Partner

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON