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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : SHUTTS & BOWEN LLP
Account Number : I20060000106
Phone : (813) 229-8900
Fax Number : (813) 229-8901

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Email Address: W McCullough@shutts.com

FLORIDA/FOREIGN LP/LLLP

West Hill Opportunity Fund, LP

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$1,000.00

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: West Hill Real Estate Opportunity Fund, LP

Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida.

Please return all correspondence concerning this matter to:

William G. McCullough

Contact Person

Shutts & Bowen LLP

Firm/Company

1500 Miami Center, 201 South Biscayne Blvd.

Address

Miami, FL 33131

City, State and Zip Code

WMcCullough@shutts.com

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

For further information concerning this matter, please call:

William G. McCullough at (305) 347-7310

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$1,000.00 Filing Fees
(\$965 Filing Fee and
\$35 Registered Agent
Fee)

☐ \$1,008.75 Filing Fees
and Certificate of
Status

☐ \$1,052.50 Filing Fees
and Certified Copy

☐ \$1,061.25 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA**

1. West Hill Real Estate Opportunity Fund, 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.

If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.

2. Delaware

State or Country of Formation

3. October 5, 2012

Date of Formation

4. Federal Employer Identification Number: 90-0894812

5. Name of Registered Agent for Service of Process and Florida Street Address:

Corporation Company of Miami

1500 Miami Center (WGM), 201 S. Biscayne Boulevard

Miami, FL 33131

6. 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

7. Principal Office:

2525 Ponce de Leon Boulevard, Suite 300

Coral Gables, Florida 33134

8. Mailing Address:

2525 Ponce de Leon Boulevard, Suite 300

Coral Gables, Florida 33134

9. If limited partnership is a limited liability limited partnership, check box.

10. Name, principal office address, and mailing address of each general partner:

Name of General Partner: West Hill Investment Partners, LLC

Name of General Partner: _____

Street Address: 2525 Ponce de Leon Boulevard, Suite 300

Street Address: _____

Coral Gables, Florida 33134

Mailing Address: 2525 Ponce de Leon Boulevard, Suite 300

Mailing Address: _____

Coral Gables, Florida 33134

Name of General Partner: _____

Name of General Partner: _____

Street Address: _____

Street Address: _____

Mailing Address: _____

Mailing Address: _____

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TALLAHASSEE, FLORIDA

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Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ Street Address: _____

Mailing Address: _____ Mailing Address: _____

11. 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.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 5th day of November, 2012

Signature of a general partner

William McCullough, Authorized Representative

The individual signing this document affirm that the facts stated herein are true and the individual is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

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FILED
2012 NOV -5 AM 10:50
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TALLAHASSEE, FLORIDA

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "WEST HILL REAL ESTATE OPPORTUNITY FUND, LP", FILED IN THIS OFFICE ON THE FIFTH DAY OF OCTOBER, A.D. 2012, AT 12:15 O'CLOCK P.M.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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You may verify this certificate online
at corp.delaware.gov/authver.shtml



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9901735

DATE: 10-09-12

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State of Delaware
Secretary of State
Division of Corporations
Delivered 12:22 PM 10/05/2012
FILED 12:15 PM 10/05/2012
SRV 121103330 - 5223564 FILE

STATE OF DELAWARE
CERTIFICATE OF LIMITED PARTNERSHIP

- The Undersigned, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, do hereby certify as follows:

- First: The name of the limited partnership is WEST HILL REAL ESTATE OPPORTUNITY FUND, LP.

- Second: The address of its registered office in the State of Delaware is 3500 S. DuPont Highway in the city of Dover.
Zip code . The name of the Registered Agent at such address is Incorporating Services, Ltd.

- Third: The name and mailing address of each general partner is as follows:

West Hill Investment Partners, LLC
2525 Ponce de Leon Boulevard
Suite 300
Coral Gables, Florida 33134

- In Witness Whereof, the undersigned has executed this Certificate of Limited Partnership as of 5 day of October, A.D. 2012.

West Hill Investment Partners, LLC

By: Peter Franke
General Partner

Name: Peter Franke
(type or print name)

Peter Franke, Authorized Person

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TALLAHASSEE, FLORIDA

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