

2031800000251

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

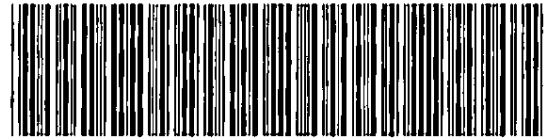
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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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K. SALY  
SEP 17 2018

FILE 2ND

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 384596 4804708  
AUTHORIZATION :   
COST LIMIT : \$ 1000.00

ORDER DATE : September 12, 2018  
ORDER TIME : 11:47 AM  
ORDER NO. : 384596-030  
CUSTOMER NO: 4804708

FOREIGN FILINGS

NAME: CP LIQUIDITY INCOME FUND, LP

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62969

EXAMINER: \_\_\_\_\_

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: CP Liquidity Income Fund, L.P.

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:

Patrick D. Canavan

Contact Person

Seward & Kissel LLP

Firm/Company

One Battery Park Plaza, 24th Floor

Address

New York, New York 10004

City, State and Zip Code

wayne@fairholme.net

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

For further information concerning this matter, please call:

Patrick D. Canavan

at (212) 574-1618

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

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

FILED  
18 SEP 14 AM 5:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. CP Liquidity Income Fund, LP

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

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

3. September \_\_, 2018

State or Country of Formation

Date of Formation

4. Federal Employer Identification Number: \_\_\_\_\_

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

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

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.

By: Emily Croft **Emily Croft**  
Signature of Registered Agent Asst. Vice President

7. Principal Office:

2601 NE 2nd Avenue

Miami, FL 33137

8. Mailing Address:

2601 NE 2nd Avenue

Miami, FL 33137

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: CP Liquidity Income Fund GP, LLC

Name of General Partner: \_\_\_\_\_

Street Address: 2601 NE 2nd Avenue

Street Address: \_\_\_\_\_

Miami, FL 33137

Mailing Address: 2601 NE 2nd Avenue

Mailing Address: \_\_\_\_\_

Miami, FL 33137

Name of General Partner: \_\_\_\_\_ Name of General Partner: \_\_\_\_\_

Street Address: \_\_\_\_\_ Street Address: \_\_\_\_\_

Mailing Address: \_\_\_\_\_ Mailing Address: \_\_\_\_\_

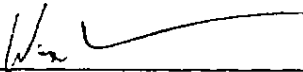
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.)  
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 12th day of September, 2018

  
\_\_\_\_\_  
Signature of a general partner

The individual signing this document affirms 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

# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CP LIQUIDITY INCOME FUND, LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF SEPTEMBER, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CP LIQUIDITY INCOME FUND, LP" WAS FORMED ON THE TWELFTH DAY OF SEPTEMBER, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.

FILED  
18 SEP 14 AM 5:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
Jeffrey W. Bullock, Secretary of State

7054048 8300

SR# 20186656375

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203421589

Date: 09-14-18