

# B24000000385

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

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

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

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

☐ PICK-UP

☐ WAIT

☐ MAIL

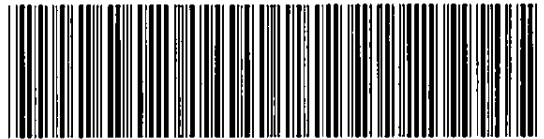
\_\_\_\_\_  
(Business Entity Name)

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

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

Special Instructions to Filing Officer:

Office Use Only



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APPROVED  
AND  
FILED

2024 DEC -5 AM 11:11

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DEC 18 2024

K. Brumbley



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 6, 2024

CSC

SUBJECT: NSP II FEEDER US LP  
Ref. Number: W24000157029

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for NSP II FEEDER US LP and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return 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) 245-6051.

KYLE D BRUMBLEY  
Regulatory Specialist II Supervisor

Letter Number: 024A00026442

2024 DEC 17 10:13  
11

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

ACCOUNT NO. : I20000000195

REFERENCE : 784480 7882843

AUTHORIZATION :

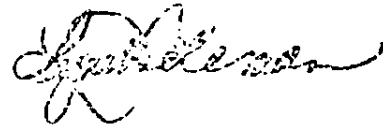
COST LIMIT : \$ 1000

ORDER DATE : November 22, 2024

ORDER TIME : 2:46 PM

ORDER NO. : 784480-015

CUSTOMER NO: 7882843



FOREIGN FILINGS

NAME: NSP II FEEDER US 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: Amanda Miller -- EXT#

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

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** NSP II FEEDER US 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:

BEATRICE BAREMBOYM

\_\_\_\_\_  
Contact Person

NAFTALI GROUP LLC

\_\_\_\_\_  
Firm/Company

152 WEST 57TH ST, 45TH FL

\_\_\_\_\_  
Address

NEW YORK, NY 10019

\_\_\_\_\_  
City, State and Zip Code

BBAREMBOYM@NAFTALIGROUP.COM

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

For further information concerning this matter, please call:

BEATRICE BAREMBOYM at ( 212 ) 759-9777

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- |   |   |   |   |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$1,000.00 Filing Fee<br>( \$965 Filing Fee and<br>\$35 Registered Agent<br>Fee ) | <input type="checkbox"/> \$1,008.75 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$1,052.50 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$1,061.25 Filing Fee,<br>Certified Copy, and<br>Certificate of Status |
|---|---|---|---|

**Mailing Address:**

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

**Street Address:**

Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

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

1. NSP II FEEDER US 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.

NSP II FEEDER US 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. 2/1/2023

State or Country of Formation

Date of Formation

4. Federal Employer Identification Number 92-2147081

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.

Signature of Registered Agent

7. Principal Office:

3050 Biscayne Blvd, Suite 502

Miami, FL 33137

8. Mailing Address:

152 WEST 57TH ST, 45 FL

NEW YORK, NY 10019

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: Naftali Capital Member II GP LLC

Name of General Partner:

Street Address: 152 WEST 57TH ST, 45 FL

Street Address:

NEW YORK, NY 10019

Mailing Address: 152 WEST 57TH ST, 45 FL

Mailing Address:

NEW YORK, NY 10019

Name of General Partner:

Name of General Partner:

Street Address:

Street Address:

Mailing Address:

Mailing Address:

APPROVED  
AND  
FILED  
2024 DEC -5 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

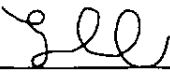
Street Address: \_\_\_\_\_ Street Address: \_\_\_\_\_

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

11. Effective date, if other than the date of filing: August 20, 2024  
(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 20th day of August, 2024

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

By: Yosi Manor  
Authorized Signatory of Natfali  
Capital Member II GP LLC

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

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "NSP II FEEDER US 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 TWENTY-SECOND DAY OF NOVEMBER, A.D. 2024.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NSP II FEEDER US  
LP" WAS FORMED ON THE FIRST DAY OF FEBRUARY, A.D. 2023.

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



7272006 8300

SR# 20244294552

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 204949496

Date: 11-22-24