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(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORP

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Acc#120160000072

mic DW

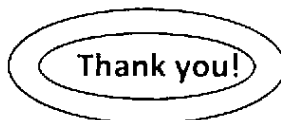
Name:	NSP Ocoee DST
Document #:	
Order #:	13637522

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
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Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
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Amount: \$ 358.75



TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: NSP OCOEE DST

Enclosed is an original and one (1) copy of the Declaration of Trust and a check for:

FEES:

Declaration of Trust	\$350.00
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OPTIONAL:

Certified Copy	\$ 8.75
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FROM: NexPoint Advisors, L.P.

Name (Printed or typed)

2515 McKinney Avenue, Suite 1100

Address

Dallas, TX 75201

City, State & Zip

833-697-6246

Daytime Telephone number

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY**

NSP OCOEE DST

A DELAWARE STATUTORY TRUST

In accordance with Section 609.02 of the Florida Statutes, pertaining to
Common Law Declarations of Trust, the undersigned, the Chairman of the
Board of Trustees of NSP Ocoee DST, a

(Name of Trust)
Delaware Statutory Trust hereby affirms in order to file or qualify
(State)
NSP Ocoee DST, in the State of Florida.
(Name of Trust)

1. Two or more persons are named in the Trust.

2. The principal address is 2515 McKinney Avenue, Suite 1100

Dallas, TX 75201.

3. The registered agent and street address in the State of Florida is:
C T Corporation System

1200 South Pine Island Road, Plantation, FL 33324

4. Acceptance by the registered agent: Having been named as registered
agent to accept service of process for the above named Declaration of Trust
at the place designated in this affidavit, I hereby accept the appointment as
registered agent and agree to act in this capacity.

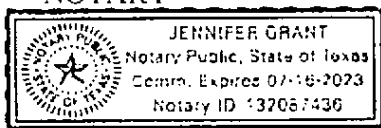
Sandra Zwiack

Sandra Zwiack, Assistant Secretary

(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of
Trust under which the association proposes to conduct its business in
Florida.

Jennifer Grant
NOTARY



S. M.

Name: NSP Ocoee Manager, LLC,
Signatory Trustee

Filing Fee: **\$350.00**
Certified Copy: **\$ 8.75 (optional)**

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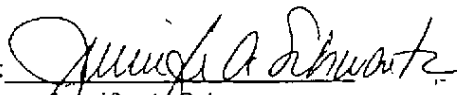
**CERTIFICATE OF CONVERSION OF
STORAGE BUILDERS II LLC
FROM A DELAWARE LIMITED LIABILITY COMPANY TO
A DELAWARE STATUTORY TRUST
PURSUANT TO SECTION 3820 OF THE DELAWARE STATUTORY TRUST ACT**

THIS Certificate of Conversion to Statutory Trust (this "Certificate") of STORAGE BUILDERS II LLC, a Delaware limited liability company (the "Company"), is being filed to convert the Company to NSP OCOEE DST, a Delaware statutory trust (the "Trust"), pursuant to Section 18-216 of the Delaware Limited Liability Company Act, 6 *Del. C. § 18-101 et seq.* (the "LLC Act"), and Section 3820 of the Delaware Statutory Trust Act, 12 *Del. C. § 3801 et seq.* (the "Act").

1. The name of the Company immediately prior to filing this Certificate is STORAGE BUILDERS II LLC.
2. The date on which the Company was first formed, and the date of filing of its original certificate of formation with the Secretary of State of the State of Delaware, is September 15, 2016. The jurisdiction where the Company was first formed, and its jurisdiction immediately prior to its conversion to the Trust, is Delaware.
3. The name of the statutory trust to which the Company shall be converted, as set forth in the certificate of trust of the Trust filed in accordance with subsection (a) of Section 3820 of the Act is NSP OCOEE DST.
4. This Certificate shall be effective as of the date of filing.

IN WITNESS WHEREOF, this Certificate has been executed by the undersigned, constituting all of the trustees of the Trust, in accordance with Section 3820 of the Act.

THE CORPORATION TRUST COMPANY,
as Delaware resident trustee

By: 
Name: Jennifer A. Schwartz
Title: Asst. Vice President

NEXPOINT STORAGE I DST
as Contributor

By: **NSP Parent Manager, LLC**, a Delaware limited liability company
Its: Manager and Signatory Trustee

By: 
Name: Brian Mitts
Title: Authorized Signatory

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**CERTIFICATE OF TRUST
OF
NSP OCOEE DST**

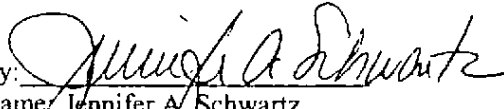
THIS CERTIFICATE OF TRUST OF NSP Ocoee DST (the "Trust") is being duly executed and filed by the undersigned to form a statutory trust under the Delaware Statutory Trust Act, 12 Del. C. § 3801 et seq. (as amended from time to time, the "Delaware Act").

1. Name. The name of the statutory trust is "NSP Ocoee DST".

2. Trustee. The name and business address of the trustee of the Trust with a principal place of business in the State of Delaware is: THE CORPORATION TRUST COMPANY, 1209 Orange Street, Wilmington, DE 19801.

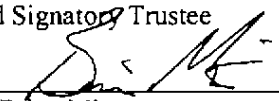
IN WITNESS WHEREOF, the undersigned has executed this Certificate of Trust as of April 16, 2021 in accordance with Section 3811 of the Delaware Act.

THE CORPORATION TRUST COMPANY,
as Delaware resident trustee

By: 
Name: Jennifer A. Schwartz
Title: Asst. Vice President

NEXPOINT STORAGE I DST
as Contributor


By: **NSP Parent Manager, LLC**, a Delaware limited liability company
Its: Manager and Signatory Trustee

By: 
Name: Brian Mitts
Title: Authorized Signatory

NSP OCOEE MANAGER, LLC
as Signatory Trustee

By: **NexPoint Real Estate Advisors IV, L.P.**, a Delaware limited partnership
Its: Sole Member

By: **NexPoint Real Estate Advisors GP, LLC**, a Delaware limited liability company
Its: General Partner

By: 
Name: Brian Mitts
Title: Authorized Signatory

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Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "NSP OCOEE DST" 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 NINETEENTH DAY OF APRIL, A.D. 2021.



6152260 8300

SR# 20211344938

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

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

Jeffrey W. Bullock, Secretary of State

Authentication: 202998531

Date: 04-19-21


Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE
LIMITED LIABILITY COMPANY UNDER THE NAME OF "STORAGE BUILDERS II
LLC" TO A DELAWARE STATUTORY TRUST, CHANGING ITS NAME FROM
"STORAGE BUILDERS II LLC" TO "NSP OCOEE DST", FILED IN THIS OFFICE
ON THE SIXTEENTH DAY OF APRIL, A.D. 2021, AT 11:19 O'CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

6152260 8100V
SR# 20211325743

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

Authentication: 202989494
Date: 04-16-21