

110000005652

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

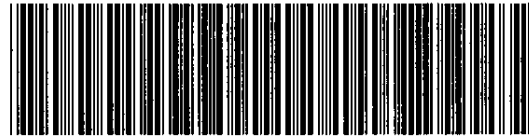
(Document Number)

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

WB 56729

Special Instructions to Filing Officer:

Office Use Only



500188246365

500188246365  
12/02/10-01024-004 \*\*125.00

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 DEC 16 PM 3:51

B. T. Lock DEC 21 2010

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Southern Properties Fund II, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Jennifer E. Okcular

Name of Person

Nelson & Nelson, P.A.

Firm/Company

2775 Sunny Isles Blvd., #118

Address

North Miami Beach, FL 33160

City/State and Zip Code

jennifer@estatetaxlawyers.com

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

For further information concerning this matter, please call:

Jennifer E. Okcular

Name of Person

at ( 305 )

932-2000

Area Code & Daytime Telephone Number

**MAILING ADDRESS:**

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

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 7, 2010

JENNIFER E. OKULAR  
NELSON & NELSON, P.A.  
2775 SUNNY ISLES BLVD., #118  
NORTH MIAMI BEACH, FL 33160

SUBJECT: SOUTHERN PROPERTIES FUND II, LLC  
Ref. Number: W10000056729

We have received your document for SOUTHERN PROPERTIES FUND II, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

The entity's date of incorporation/organization must be listed in the document.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4) or 608.502(4), F.S., this office is required to collect a civil penalty of \$1,000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 245-6911.

Brenda Tadlock  
Senior Section Administrator

Letter Number: 010A00028402

LAW OFFICES OF  
**NELSON & NELSON, P.A.**

2775 Sunny Isles Boulevard, Suite 118  
North Miami Beach, Florida 33160

info@estateraxlawyers.com  
www.estateraxlawyers.com

Telephone: 305.932.2000  
TeleFax: 305.932.6585

**Barry A. Nelson**

Fellow, American College of  
Trust and Estate Counsel  
Master of Laws in Taxation  
Board Certified Taxation &  
Wills, Trusts & Estates

**Judith S. Nelson**

Former Judge of Compensation Claims

\*\*\*\*\*

**Mirlene E. Dubreuzé**

Office Manager

**ASSOCIATES**

**Jennifer E. Okcular**  
Master of Laws in Taxation

**OF COUNSEL**

**Richard B. Comiter**  
Fellow, American College of  
Trust and Estate Counsel  
Master of Laws in Taxation  
Board Certified Taxation

**Jennifer D. Sharpe**  
Master of Laws in Taxation

December 20, 2010

**PERSONAL AND CONFIDENTIAL**

Brenda Tadlock, Sr. Section Administrator  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: Southern Properties Fund II, LLC.**

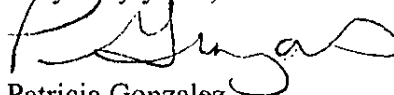
Dear Ms. Tadlock:

Enclosed please find the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida. In addition, I have enclosed the Certificate of Conversion for Florida Limited Liability Company into "Other Business Entity". I have also enclosed the Delaware Certificate of Conversion, Certificate of Formation and the Certificate of Good Standing. Pursuant to our telephone conversation on or about December 6<sup>th</sup> or 7<sup>th</sup>, 2010, you processed the filing fee checks and the funds are on account with your office.

**Please process these transactions immediately so that the qualification and conversion will reflect on your system by Wednesday, December 22, 2010. If there is a fee for expediting, please let me know immediately by telephone so that we can pay it by credit card. I am making this request because our clients are trying to close on a property by the end of this week.**

Thank you so much for your assistance in this matter. If you should have any questions, please contact me.

Very truly yours,



Patricia Gonzalez  
Paralegal

/pg  
Enclosures

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Southern Properties Fund II, LLC.

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 65-0412301

(FEI number, if applicable)

4. October 15, 2010

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. 5/6/93 under P93000033062 and L10000062327

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1000 Clint Moore Road, #110

Boca Raton, FL 33487

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

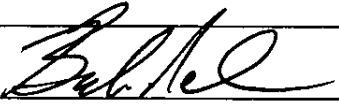
9. The name and usual business addresses of the managing members or managers are as follows:

Michael Wohl, 1000 Clint Moore Road, #110, Boca Raton, FL 33487

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_

Investments

  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any 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.)

Barry A. Nelson

Typed or printed name of signee

10 DEC 16 PM 3:51  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

**Southern Properties Fund II, LLC**

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

**Barry A. Nelson**

(Name)

**2775 Sunny Isles Blvd., #118**

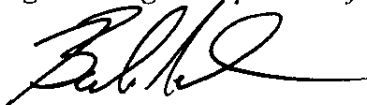
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

**North Miami Beach**

**FL 33160**

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHERN PROPERTIES FUND II, LLC" 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 TWENTIETH DAY OF DECEMBER, A.D. 2010.



4915060 8300

101208699

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8439710

DATE: 12-20-10