

M12000000154

(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



000277026530

09/24/15--01020--010 **60.00

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15 SEP 24 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 25 2015
S. YOUNG

BLANCHARD, KRASNER & FRENCH

A PROFESSIONAL CORPORATION

TELEPHONE: (858) 551-2440
FACSIMILE: (858) 551-2434
WEB: <http://www.bkflaw.com>

800 SILVERADO STREET, SECOND FLOOR
LA JOLLA, CALIFORNIA 92037

ALAN W. FRENCH
(Deceased)

September 23, 2015

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

Re: Application for Authorization to Transact Business for TWO entities
AND Application for Authorization to Transact Business
Our File No.: 1003-379 & 338

Dear Sir or Madam:

Enclosed please find the following documents for THREE (3) entities and THREE (3) separate filings. FIRST is to AMEND MNG Real Estate Investments, LLC [M12000000154] (the "General Partner"); SECOND is to AMEND Victoria Land Partners L.P. [B06000000424] ("Partnership 1") and THIRD is to QUALIFY MNG II, LP ("Partnership 2")

FIRST, PLEASE FILE THE AMENDMENT TO CERTIFICATE OF AUTHORITY FOR THE GENERAL PARTNER -

- 1) Cover Letter;
- 2) One (1) endorsed copy of the Amendment to the Certificate of Authority to Transact Business (the "GP Amendment");
- 3) The certified copy of the certificate evidencing the amendment from California issued within the past 90 days; and
- 4) A check in the amount of \$60.00 (Filing fee + Certified Copy + Certificate of Status), payable to the Division of Corporations.

SECOND, PLEASE FILE THE AMENDMENT TO CERTIFICATE OF AUTHORITY FOR THE PARTNERSHIP 1 -

- 1) Cover Letter;
- 2) One (1) endorsed copy of the Amendment to the Certificate of Authority to Transact Business (the "Partnership 1 Amendment");

5) The certified copy of the certificate evidencing the amendment from California issued within the past 90 days; and

6) A check in the amount of \$113.75 (Filing fee + Certified Copy + Certificate of Status), payable to the Division of Corporations.

THIRD, PLEASE FILE THE REGISTRATION OF **PARTNERSHIP 2-**

1) Cover Letter;

2) One (1) endorsed copy of the Application by Foreign Limited Partnership for Authorization to Transact Business (the "**Partnership 2 Application**");

3) The Certificate of Good Standing from California issued within the past 90 days; and

4) A check in the amount of \$1,061.25 (Filing fee + Certified Copy + Certificate of Status), payable to the Division of Corporations.

Please return the certified "filed" stamped endorsed copies of the **GP Amendment, Partnership 1 Amendment AND Partnership 2 Application** and the Certificates of Status for the **General Partner, Partnership 1 AND Partnership 2** in the enclosed federal express envelope.

If you have any questions, please feel free to contact me at (858) 551-2440. Thank you very much for all of your assistance.

Very truly yours,

Ali Tripoli
Paralegal
For BLANCHARD, KRASNER & FRENCH

FILED
15 SEP 24 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MNG REAL ESTATE INVESTMENTS, LLC

Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ali Tripoli

Name of Person

Blanchard, Krasner & French

Firm/Company

800 Silverado Street, Second Floor

Address

La Jolla, California 92037

City/State and Zip Code

atripoli@bkflaw.com

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

For further information concerning this matter, please call:

Ali Tripoli

Name of Person

at (858) 551-2440

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

☐ \$25 Filing Fee

☐ \$30 Filing Fee &
Certificate of Status

☐ \$55 Filing Fee &
Certified Copy

☒ \$60 Filing Fee,
Certificate of Status &
Certified Copy

FILED
15 SEP 24 PM 5:06
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: MNG REAL ESTATE INVESTMENTS, LLC

Enter new principal office address, if applicable: _____

(Principal office address
MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: _____

(Mailing address
MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: M12000000154

3. Jurisdiction of its organization: California

4. Date authorized to do business in Florida: 1/9/2012

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: MNG MANAGEMENT, LLC

(must contain "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 contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida Street Address

_____, Florida

City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

Person and Title

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>MGR</u>	<u>David Trakman</u>	<u>9171 TOWNE CENTRE DRIVE, SUITE 335</u>	<input type="checkbox"/> Add
		<u>SAN DIEGO, CA 92122</u>	<input checked="" type="checkbox"/> Remove
<u>MGR</u>	<u>Peter A. Zarcades</u>	<u>9171 TOWNE CENTRE DRIVE, SUITE 335</u>	<input type="checkbox"/> Add
		<u>SAN DIEGO, CA 92122</u>	<input checked="" type="checkbox"/> Remove
<u>MGR</u>	<u>Genevieve, Hedrick</u>	<u>9171 TOWNE CENTRE DRIVE, SUITE 335</u>	<input type="checkbox"/> Add
		<u>SAN DIEGO, CA 92122</u>	<input checked="" type="checkbox"/> Remove
<u>MGR</u>	<u>Daron Young</u>	<u>9171 TOWNE CENTRE DRIVE, SUITE 335</u>	<input checked="" type="checkbox"/> Add
		<u>SAN DIEGO, CA 92122</u>	<input type="checkbox"/> Remove
<u>MGR</u>	<u>Tracey Olson</u>	<u>9171 TOWNE CENTRE DRIVE, SUITE 335</u>	<input checked="" type="checkbox"/> Add
		<u>SAN DIEGO, CA 92122</u>	<input type="checkbox"/> Remove

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Tracey Olson

Signature of the authorized representative

Tracey Olson, Manager

Typed or printed name of signee

Filing Fee: \$25.00



State of California
Secretary of State

LLC-1

File # 201120610053

Limited Liability Company
Articles of Organization

FILED
in the office of the Secretary of State
of the State of California

JUL 22 2011

A \$70.00 filing fee must accompany this form.

Important - Read instructions before completing this form.

This Space For Filing Use Only

Entity Name (End the name with the words "Limited Liability Company," or the abbreviations "LLC" or "L.L.C." The words "Limited" and "Company" may be abbreviated to "Ltd." and "Co.," respectively.)

1. NAME OF LIMITED LIABILITY COMPANY
MNG Real Estate Investments, LLC

Purpose (The following statement is required by statute and should not be altered.)

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

Initial Agent for Service of Process (If the agent is an individual, the agent must reside in California and both Items 3 and 4 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1505 and Item 3 must be completed (leave Item 4 blank).)

3. NAME OF INITIAL AGENT FOR SERVICE OF PROCESS
David Trakman

4. IF AN INDIVIDUAL, ADDRESS OF INITIAL AGENT FOR SERVICE OF PROCESS IN CALIFORNIA CITY STATE ZIP CODE
9171 Towne Centre Drive, Suite 335 San Diego CA 92122

Management (Check only one)

5. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY:

- ☐ ONE MANAGER
☒ MORE THAN ONE MANAGER
☐ ALL LIMITED LIABILITY COMPANY MEMBER(S)

Additional Information

6. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

Execution

7. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

7/22/2011

DATE

SIGNATURE OF ORGANIZER

Robert W. Blanchard, Esq.

TYPE OR PRINT NAME OF ORGANIZER

LLC-2

**Amendment to Articles of Organization
of a Limited Liability Company (LLC)**

To change information of record for your California LLC, you can fill out this form, and submit for filing along with:

- A \$30 filing fee.
- A separate, non-refundable \$15 service fee also must be included, if you drop off the completed form.
- To file this form, the status of your LLC must be active on the records of the California Secretary of State, or if suspended, this form can only be filed to list a new LLC name. To check the status of the LLC, go to kepler.sos.ca.gov.

Important! To change the LLC addresses, or to change the name or address of the LLC's agent for service of process, you must file a Statement of Information (Form LLC-12). To get Form LLC-12, go to www.sos.ca.gov/business/be/statements.htm.

Items 4-6: Only fill out the information that is changing. Attach extra pages if you need more space or need to include any other matters.

FILED
Secretary of State
State of California

JUN 16 2015

This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm.

① **LLC's Exact Name** (on file with CA Secretary of State)

MNG REAL ESTATE INVESTMENTS, LLC

② **LLC File No.** (issued by CA Secretary of State)

201120610053

Purpose

- ③ The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

New LLC Name (List the proposed LLC name exactly as it is to appear on the records of the California Secretary of State.)

④ **MNG Management, LLC**

Proposed LLC Name

The proposed new name must include: LLC, L.L.C., Limited Liability Company, Limited Liability Co., Ltd. Liability Co. or Ltd. Liability Company; and may not include: bank, trust, trustee, incorporated, inc., corporation, or corp., insurer, or insurance company.

Management (Check only one.)

- ⑤ The LLC will be managed by:

☐ One Manager


☐ More Than One Manager

☐ All Limited Liability Company Member(s)

Amendment to Text of the Articles of Organization (List both the current text, and the text as amended by this filing.)

⑥

Read and sign below: Unless a greater number is provided for in the Articles of Organization, this form must be signed by at least one manager, if the LLC is manager-managed or at least one member, if the LLC is member-managed. If the signing manager or member is a trust or another entity, go to www.sos.ca.gov/business/be/filing-tips.htm for more information. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are part of this document.


Sign here

Brian C. Malk

Print your name here

Manager

Your business title

Make check/money order payable to: Secretary of State

Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.

By Mail

Secretary of State
Business Entities, P.O. Box 942228
Sacramento, CA 94244-2280

Drop-Off

Secretary of State
1500 11th Street, 3rd Floor
Sacramento, CA 95814

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME: MNG MANAGEMENT, LLC

FILE NUMBER: 201120610053
FORMATION DATE: 07/22/2011
TYPE: DOMESTIC LIMITED LIABILITY COMPANY
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is authorized to exercise all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.

FILED
15 SEP 24 PM 5:05
SECRETARY OF STATE
TAMM HOUSE, FLORENCE



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of September 10, 2015.

ALEX PADILLA
Secretary of State

5) The certified copy of the certificate evidencing the amendment from California issued within the past 90 days; and

6) A check in the amount of \$113.75 (Filing fee + Certified Copy + Certificate of Status), payable to the Division of Corporations.

THIRD, PLEASE FILE THE REGISTRATION OF **PARTNERSHIP 2-**

1) Cover Letter;

2) One (1) endorsed copy of the Application by Foreign Limited Partnership for Authorization to Transact Business (the "**Partnership 2 Application**");

3) The Certificate of Good Standing from California issued within the past 90 days; and

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Paralegal
For BLANCHARD, KRASNER & FRENCH

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