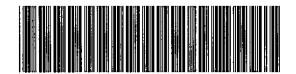
M20000154

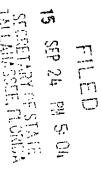
(Requestor's Name)				
(Address)				
(Address)				
(Cit	ry/State/Zip/Phone	e #)		
PICK-UP	☐ WAIT	MAIL		
(Bu	siness Entity Nar	ne)		
(Do	cument Number)			
Certified Copies	_ Certificates	s of Status		
Special Instructions to	Filing Officer:			





000277026530

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



SEP 25 2015 S. YOUNG

BLANCHARD, KRASNER & FRENCH

A PROFESSIONAL CORPORATION

ALAN W. FRENCH (Deceased)

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

800 SILVERADO STREET, SECOND FLOOR LA JOLLA, CALIFORNIA 92037

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. <u>FIRST</u> is to AMEND MNG Real Estate Investments, LLC [M12000000154] (the "General Partner"); <u>SECOND</u> is to AMEND Victoria Land Partners L.P. [B06000000424] ("Partnership 1") and <u>THIRD</u> is to QUALIFY MNG II, LP ("Partnership 2")

 $\underline{\textbf{FIRST}},$ PLEASE FILE THE AMENDMENT TO CERTIFICATE OF AUTHORITY FOR THE <code>GENERAL PARTNER</code> -

- 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-

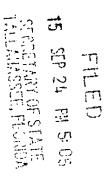
- 1) Cover Letter;
- 2) One (1) endorsed copy of the Application by Foreign Limited Partnership for Authorization to Transact Business (the "Partnership 2 Application");
 - 3) The Certificate of Good Standing from California issued within the past 90 days; and
- 4) A check in the amount of \$1,061.25 (Filing fee + Certified Copy + Certificate of Status), payable to the Division of Corporations.

Please return the <u>certified</u> "filed" stamped endorsed copies of the GP Amendment, Partnership 1 Amendment AND Partnership 2 Application and the <u>Certificates of Status</u> 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



COVER LETTER

TO: Registration Section Division of Corporations		
SUBJECT	INVESTMENTS, LLO Limited Liability Company	<u> </u>
Dear Sir or Madam:		
The enclosed application, certificate and fee(s) are	e submitted for filing.	
Please return all correspondence concerning this i	matter to the following:	
Ali Tripoli Name of Person		
Blanchard, Krasner & Frenc	ch	
Firm/Company		
800 Silverado Street, Secon	nd Floor	
La Jolla, California 92037		, .
City/State and Zip Code	·	
E-mail address: (to be used for future annual re	eport notification)	# 24 P
For further information concerning this matter, pl	lease call:	The Table of
Ali Tripoli a Name of Person	Area Code & Daytime Telephone	Number S
STREET/COURIER ADDRESS: Registration Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, Florida 32301	MAILING ADDRE Registration Section Division of Corpora P.O. Box 6327 Tallahassee, Florida	tions
Enclosed is a check for the following amount: \$\Begin{array}{c} \$25 \text{ Filing Fee} & \Bigcirc \$30 \text{ Filing Fee & Certificate of Status} \end{array}\$		ing Fee, cate of Status & ied Copy

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)

Enter new principal office address, if applicable:			
(<u>Principal office address</u> <u>MUST BE A STREET ADDRESS</u>) —			
Enter new mailing address, if applicable: (Mailing address MAY BE A POST OFFICE BOX)			
2. The Florida document number of this limited liabil	lity company is: M12000	0000154	
3. Jurisdiction of its organization: California			mag G
4. Date authorized to do business in Florida: 1/9/2	2012		54 B
SECTION II (5-9 complete only the applicable cha	anges)		1 P
5. New name of the limited liability company: MN (must co	IG MANAGEMENT, ontain "Limited Liability Co	DEPTH DESCRIPTION OF THE PROPERTY OF THE PROPE	" or "LLC.")
(If name unavailable, enter alternate name adopted fo copy of the written consent of the managers or manag must contain "Limited Liability Company," "L.L.C."	ging members adopting the a	business in Floridalternate name. The	a and attach a
6. If amending the registered agent and/or registered or registered agent and/or the new registered office address.	officer address on our record	ds, enter the name	of the new
Name of New Registered Agent:	···		
New Registered Office Address:			
	Enter Flori	da Street Address	
	City	, Florida	ip Code
New Registered Agent's Signature, if changing Regist I hereby accept the appointment as registered agent at the provisions of all statutes relative to the proper and accept the obligations of my position as registere document is being filed to merely reflect a change in a liability company has been notified in writing of this company has been notified in writing of the company has been notified in writing the company	and agree to act in this capa d complete performance of ed agent as provided for in (the registered office addres,	my duties, and I an Chapter 605, F.S. (n familiar with Or, if this

Title/ Capacity	<u>Name</u>	Address	Type of Actio
MGR	David Trakman	9171 TOWNE CENTRE DRIVE, S	SUITE 335 ☐Add
		SAN DIEGO, CA 9	92122 Remov
MGR	Peter A. Zarcades	9171 TOWNE CENTRE DRIVE, S	SUITE 335) Add
		SAN DIEGO, CA 9)2122 Remov
MGR	Genevieve, Hedrick	9171 TOWNE CENTRE DRIVE, S	SUITE 335
		SAN DIEGO, CA 9	2122 Remov
MGR	Daron Young	9171 TOWNE CENTRE DRIVE, S	UITE 335 ■ Add
		SAN DIEGO, CA 9	2122 Remove
MGR	Tracey Olson	9171 TOWNE CENTRE DRIVE, S	JITE 335 ■ Add
		SAN DIEGO, CA 9	2122 Remove
aforementio	a certificate, if required: no more than 90 ned amendment(s), duly authenticated by under the law of which this entity is orga	y the official having custody of records	in the

Filing Fee: \$25.00

State of California **Secretary of State**

LLC-1

File# 201120610053

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

JUL 2 2 2011

A \$70.00 filing fee must accompany this form.

Limited Liability Company **Articles of Organization**

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 be abbreviated to "Ltd." and "Co.," respectively.)	"i.l.C" or "L.	L.C.* The words	"Limited" a	and "Company" may		
1. NAME OF LIMITED LIABILITY COMPANY						
MNG Real Estate Investments, LLC						
Purpose (The following statement is required by statute and should not be altered.)			م ارد: المديد	, is		
2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFI COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPA	JL ACT OR NY ACT.	ACTIVITY FOR V	MHICH A	LIMITED LIABILITY		
Initial Agent for Service of Process (If the agent is an individual, the agent must reside the agent is a corporation, the agent must have on file with the California Secretary of State a 1505 and Item 3 must be completed (leave Item 4 blank).	In California certificate pu	and both Items 3 urspant to Californ	and 4 mu ia Corpora	st be completed. If T		
3. NAME OF INITIAL AGENT FOR SERVICE OF PROCESS			ï	Side of		
David Trakman						
4. IF AN INDIVIDUAL, ADDRESS OF INITIAL AGENT FOR SERVICE OF PROCESS IN CALIFOR	NIA 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 INCORPORTED FOR THIS CERTIFICATE.	RATED HER	REIN BY THIS REF	ERENCE	AND MADE A PART		
Execution	ı					
7. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION	S MY ACT A	ND DEED.				
	. 1	1 1		2		
7/22/2011 DATE SIGNATURE OF ORGANIZ	- (B)	lanchen	4/			
DATE SIGNATURE OF ORGANIZ			(
Robert W. Blancha	ard, Esq.					
TYPE OR PRINT NAME OF	FORGANIZE	ER				
LLC-; (REV 04/2010)		APPR	ROVED BY	SECRETARY OF STATE		

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 1 8 2015 PC

/-- V

100

This Space For Office Use Only

Pug	es il you nece more space or nosa to molade di	iy on ior matters.	į	11115	space to one coo only
	For questions about this form,	go to www.sos.ca.g	jov/t	pusiness/be/filin	g-tips.htm.
1	LLC's Exact Name (on file with CA Socretory of State)	@[LLC File No. (issued by CA Socrotary of State)
	MNG REAL ESTATE INVESTMENTS, LLC			201	120610053
Pur	pose				مسلم المسلم المسلم المسلم
3	The purpose of the limited liability company is company may be organized under the Californ	la Revised Uniform	Limi	ted Liability Cor	npany Act. 当的 岛
New (4)	v LLC Name (List the proposed LLC name exactly as It MNG Management, LLC .	is to appear on the recon	ds of	the California Secre	etary of State.)
Ū	Proposed LLC Name The proposed Co., Ltd. Liab	new name must include filty Co. or Ltd. Liablity nc., corporation, or corp.,	Com	pany; and may n	ability Company, Limited Liabilit of include: bank, trust, frustes impany.
Man	nagement (Check only one.)				
(5)	The LLC will be managed by: One Manager More Than One I	-		•	ompany Member(s)
6	endment to Toxt of the Articles of Organization	On (List both the curren	it text	, and the text as an	nandad by this triing.;
one i	ad and sign below: Unless a greater number is promanager, if the LLC is manager-managed or at least one trust or another entity, go to www.sos.ca.gov/business/signal and on standard letter-sized paper (8)	e member, if the LLC is be/filing-tips.htm for mo	mem re in	ber-managed. If t formation. If you	he signing manager or membe need more space, attach extr
100	e e e e e e e e e e e e e e e e e e e	Brian C. Malk			Manager
	Опете	Print your n	ame	here	Your business title
Upon docun	check/money order payable to: Secretary of State filing, we will return one (1) uncertified copy of your filed nent for free, and will certify the copy upon request and ent of a \$5 certification fee.	•	P.O.	Box 944228	Drop-Off Secretary of State 1500 11th Street., 3rd Flo 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.



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 ______.
- 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 <u>certified</u> "filed" stamped endorsed copies of the GP Amendment, Partnership 1 Amendment AND Partnership 2 Application and the <u>Certificates of Status</u> 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