

M12000001916

(Requestor's Name)

(Address)

Adm-638.75

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

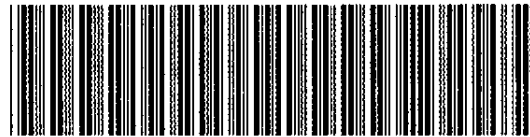
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

B. KOHR
APR 16 2012
EXAMINER



000225146400

04/13/12--01023--012 **638.75

03/23/12--01029--011 **125.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 APR -3 PM 4:32

C. LEWIS

MAR 26 2012

EXAMINER

W12X856



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 26, 2012

MARY BETH MAYGARDEN
ADVANTAGE CAPITAL PARTNERS
909 POLYDRAS STREET, SUITE 2230
NEW ORLEANS, LA 70112

SUBJECT: ADVANTAGE CAPITAL COMMUNITY DEVELOPMENT FUND
MISSISSIPPI II, L.L.C.
Ref. Number: W12000016856

We have received your document for ADVANTAGE CAPITAL COMMUNITY DEVELOPMENT FUND MISSISSIPPI II, L.L.C. and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

According to the application submitted to this office, this entity transacted business in the state of Florida before properly registering with the Florida Department of State, Division of Corporations. Consequently, a \$500 civil penalty and an annual report filing fee for each year the entity failed to properly file a Florida annual report are due this office. Based on the date entered on the application, the civil penalty and annual report filing fees total \$638.75.

If you have any further questions concerning your document, please call (850) 245-6051.

Carolyn Lewis
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 112A00010169

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 APR -3 PM 4:32

COVER LETTER

TO: Registration Section
Division of Corporations

ADVANTAGE CAPITAL COMMUNITY DEVELOPMENT FUND MISSISSIPPI I, L.L.C.

SUBJECT: _____
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:

Mary Beth Maygarden
Name of Person

Advantage Capital Partners
Firm/Company

909 Poydras Street, Suite 2230
Address

New Orleans, LA 70112
City/State and Zip Code

mmaygarden@advantagecap.com
E-mail address: (to be used for future annual report notification)

FILED
SECRETARY OF CORPORATION
12 APR -3 PM 4:32

For further information concerning this matter, please call:

Mary Beth Maygarden at (504) 522.4850
Name of Person 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

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

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

1. Advantage Capital Community Development Fund Mississippi II, L.L.C.
(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 3. 26-1386019
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 10/31/2007 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 04/26/2011
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 909 Poydras Street, Suite 2230
New Orleans, LA 70112
(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:


Steven T. Stull, 909 Poydras St., Suite 2230, New Orleans, LA 70112

Michael T. Johnson, 909 Poydras St., Suite 2230, New Orleans, LA 70112

Scott A. Zajac, 190 Carondelet Plaza, Suite 1500, Clayton, MO 63105

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: Provide investment capital to low-income communities and low-income persons.



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.)

Michael T. Johnson, Authorized Representative

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 APR -3 PM 4:32

**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:

Advantage Capital Community Development Fund Mississippi II, L.L.C.

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:

Philip Marshall

(Name)

174 W. Comstock Avenue, Suite 209

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

Winter Park

FL 32789

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

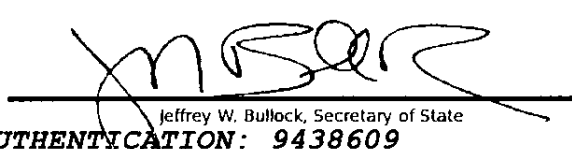
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADVANTAGE CAPITAL COMMUNITY DEVELOPMENT FUND MISSISSIPPI II, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF MARCH, A.D. 2012.

4450312 8300

120322208

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9438609

DATE: 03-16-12