

M18000008466

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

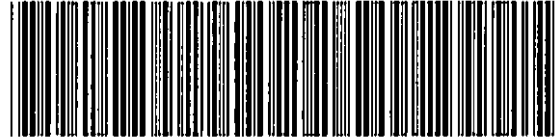
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED

9/17/14

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

FILE FIRST

ACCOUNT NO. : I20000000195

REFERENCE : 384596 4804708

AUTHORIZATION :

COST LIMIT : \$ 125.00

[Handwritten Signature]

SEP 14 11:46

ORDER DATE : September 12, 2018

ORDER TIME : 11:20 AM

ORDER NO. : 384596-025

CUSTOMER NO: 4804708

FOREIGN FILINGS

NAME: CP LIQUIDITY INCOME FUND GP,
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62969

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CP Liquidity Income Fund GP, 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:

Patrick D. Canavan

Name of Person

Seward & Kissel LLP

Firm/Company

One Battery Park Plaza, 24th Floor

Address

New York, New York 10004

City/State and Zip Code

wayne@fairholme.net

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

SEP 14 11:46 AM '99

For further information concerning this matter, please call:

Patrick D. Canavan

212

574-1618

at ()

Name of Contact 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 TRANSACT BUSINESS
IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY
COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. CP Liquidity Income Fund GP, 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. The alternate name must include "Limited Liability Company," "L.L.C." or "LLC.")

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

3. _____
(FEI number, if applicable)

4. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 2601 NE 2nd Avenue
(Street Address of Principal Office)
Miami, FL 33137

6. 2601 NE 2nd Avenue
(Mailing Address)
Miami, FL 33137

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

Registered agent's acceptance:

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 application, 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.

By: Emily Croft
(Registered agent's signature)

Emily Croft
Asst. Vice President

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Title or Capacity:	Name and Address:	Title or Capacity:	Name and Address:
Authorized Person	Wayne Kellner 2601 NE 2nd Avenue Miami, FL 33137		

(Use attachments if necessary)

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.

Wayne Kellner
Signature of an authorized person

Wayne Kellner

Typed or printed name of signee

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CP LIQUIDITY INCOME FUND GP, 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 FOURTEENTH DAY OF SEPTEMBER, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CP LIQUIDITY INCOME FUND GP, LLC" WAS FORMED ON THE TWELFTH DAY OF SEPTEMBER, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.

2018 SEP 14 11:45




Jeffrey W. Bullock, Secretary of State

7054042 8300

SR# 20186656381

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

Authentication: 203421590

Date: 09-14-18