



COMMONWEALTH OF KENTUCKY
MICHAEL G. ADAMS, SECRETARY OF STATE

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Michael G. Adams
Kentucky Secretary of State
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Division of Business Filings
P.O. Box 718,
Frankfort, KY 40602
(502) 564-3490
www.sos.ky.gov

**Certificate of Limited Partnership
(Domestic Business Entity)**

KNP

Pursuant to the provisions of KRS 14A and KRS 362, the undersigned applicant applies to register a certificate of limited partnership and for that purpose submits the following statement:

A Kentucky limited partnership is formed pursuant to the Kentucky Uniform Limited Partnership Act (2006).

1. The name of the limited partnership is MCFI NULU QOF LP.

2. The mailing address of the principal office of the limited partnership is:

1410 S Clark Blvd Ste No 1100	Clarksville	IN	47129
Street Address or Post Office Box Numbers	City	State	Zip Code

3. The street address of the limited partnership's initial registered office in Kentucky is:

600 Airport Drive STE L 225 F Terminal 2	Louisville	KY	40209
Street Address (No Post Office Box Numbers)	City	State	Zip Code

4. The name of the initial registered agent at that office is Leigh Bodenheimer.

5. The name and street address of each general partner is:

MCFI GP LLC	1410 S Clark Blvd Ste 1100	Clarksville	IN	47129
Name	Street Address (No Post Office Box Numbers)	City	State	Zip Code

Name	Street Address (No Post Office Box Numbers)	City	State	Zip Code
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6. The limited partnership elects to be a limited liability limited partnership. Check the box if applicable: ☐

(Additional matters not inconsistent with law may be stated in the space below or additional pages may be attached and incorporated by reference.)

see attached

☐ If checked, this is a veteran-owned business as defined by KRS 14A.1-070(45) (Include copies of DD-214 forms or active duty military IDs of all prospective veteran-owners with redactions to remove social security numbers, dates of birth, and home addresses. Note: DD-214s and military ID images will not be available for public view and will be destroyed after verification by the Secretary of State).

Check one (required): ☐ This entity is a tobacco retailer as defined by KRS 438.305(9)

☒ This entity is NOT a tobacco retailer as defined by KRS 438.305(9)

We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

Leigh Bodenheimer	MCFI GP LLC, Manager Leigh Bodenheimer	12/27/2024
Signature of Partner	Printed Name	Date

Signature of Partner	Printed Name	Date
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I, Leigh Bodenheimer, consent to serve as the registered agent on behalf of the limited partnership.

Print Name of Registered Agent

Leigh Bodenheimer	Leigh Bodenheimer	12/27/2024
Signature of Registered Agent	Printed Name	Date

**FILING INSTRUCTIONS
CERTIFICATE OF LIMITED PARTNERSHIP**

NAME

The name of the limited partnership that is not a limited liability limited partnership shall contain the word "limited," or the abbreviation "Ltd.," or the phrase "limited partnership" or the abbreviation "L.P." or "LP" and it shall not contain the phrase "limited liability limited partnership" or the abbreviation "LLLP." The name of a limited partnership that is a limited liability limited partnership shall contain the phrase "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P." and it shall not contain only "limited partnership" or the abbreviation of "L.P." or "LP." The name of the limited partnership shall be distinguishable upon the records of the Secretary of State from any name of record with the Secretary of State.

PRINCIPAL OFFICE ADDRESS

The principal office is the office (in or out of this state) so designated in writing with the Office of the Secretary of State where the principal designated office of the business entity is located. This address is where all correspondence from the Office of the Secretary of State (See Document Delivery) will be mailed.

REGISTERED AGENT AND REGISTERED OFFICE

Each business entity must appoint and continuously maintain a registered agent to receive legal service of process (i.e., a lawsuit), who shall be an individual resident of Kentucky, a Kentucky entity, or a foreign entity authorized to transact business in Kentucky. The registered office address shall be the street address in Kentucky where the registered agent is located.

CONSENT OF REGISTERED AGENT

The registered agent shall give written consent to accept the appointment by signing this document or an attachment. If the registered agent is an entity or foreign entity, a signature of the individual authorized to accept the appointment on behalf of the registered agent is required.

WHO MAY SIGN

The document must be signed by all general partners listed on the initial certificate.

NUMBER OF COPIES

If filing via mail or in person, one exact or conformed copy of the documents with the filing fee must be submitted to the address below. To make a copy of the filing for delivery to the local county clerk's office, visit www.sos.ky.gov and print a copy from the organization search tool.

EFFECTIVE DATE AND TIME

The document will be effective on the date and time of filing.

DOCUMENT DELIVERY

A file stamped postcard will be sent to the principal office address. If the applicant wishes for the document to be sent to an alternate address other than the principal office, a request must be submitted in writing affirming that request. Alternate address requests must be submitted with each document filed with the Office of the Secretary of State.

VETERAN

Means any person who served in the United States Armed Forces, Reserves, or National Guard and was separated or released therefrom with an honorable discharge, discharge under honorable conditions, or general discharge under honorable conditions or any person who currently serves in the United States Armed Forces, Reserves, or National Guard.

VETERAN-OWNED BUSINESS

KRS 14A.1-070(45) defines a veteran-owned business as one that is at least 51% unconditionally owned by one or more veterans, or in the case of a publicly-owned business, at least 51% of the stock is owned by one or more veterans. KRS 14A.2-165 states that the fee for this filing is waived if the business is veteran-owned.

FILING FEE

The filing fee is \$40.00. Checks should be made payable to the "Kentucky State Treasurer."

MAILING ADDRESS

Michael Adams
Secretary of State
P.O. Box 718
Frankfort, KY 40602-0718

OFFICE LOCATION

Room 152, Capitol Building
700 Capital Avenue
Frankfort, KY 40601
Hours of Operation: 8:00 AM-4:30 PM ET

CONTACT INFORMATION AND NAME AVAILABILITY

If you have any questions, need additional forms or wish to search for name availability, please feel free to visit our website at www.sos.ky.gov or call (502) 564-3490.

FUTURE DOCUMENTATION REQUIREMENTS AND DEADLINES

The business entity must file an **annual report** with the Secretary of State between January 1 and June 30 of the year following the calendar year in which the corporation was formed. Subsequent annual reports must be filed with the Secretary of State between January 1 and June 30 of the following calendar years. A **statement of change** of the registered agent and/or registered office address or principal office address must be filed with the Secretary of State whenever a change has occurred involving any of the above categories. Downloadable forms may be found on our website.

MCFI NuLu QOF LP

600 Airport Drive Suite L 225 F Terminal 2 Louisville KY 40209

Mailing Address: 1410 S Clark Blvd Suite 1100 Clarksville IN 47129

The Purpose of the company is to be a Qualified Opportunity Fund to make Investments in property and/or businesses that are in Opportunity Zones and qualified under the Tax and Jobs Act of 2017 and I.R.C. § 1400Z

Date: 12/27/2024

MCFI GP LLC

(General Partner)