



**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 Valley Village LP.

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

3374 Shore Parkway, Suite 2C	Brooklyn	NY	11235
<b>Street Address or Post Office Box Numbers</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>

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

306 W Main Street, Suite 512	Frankfort	KY	40601
<b>Street Address (No Post Office Box Numbers)</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>

4. The name of the initial registered agent at that office is Vcorp Agent Services, Inc..

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

Valley Village GP LP	3374 Shore Parkway, Suite 2C	Brooklyn	NY	11235
<b>Name</b>	<b>Street Address (No Post Office Box Numbers)</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>

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

7. This application will be effective upon filing.

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

Kalman Tokarsky, Manager of Valley Village JV GP LLC, GP of Valley Village GP LP, GP 02/16/2023

<b>Signature of Partner</b>	<b>Printed Name</b>	<b>Date</b>
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<b>Signature of Partner</b>	<b>Printed Name</b>	<b>Date</b>
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I, Vcorp Agent Services, Inc., consent to serve as the registered agent on behalf of the limited partnership.

**Print Name of Registered Agent**

<u>Mimi Sanik</u>	Mimi Sanik	02/16/2023
<b>Signature of Registered Agent</b>	<b>Printed Name</b>	<b>Date</b>

**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 OFFICE AND REGISTERED AGENT**

The registered office of the limited partnership must be in Kentucky and maintain street address or other specific location (Highway, Rural Route, Building etc.) A post office box is insufficient for the registered office address. The registered agent shall be an individual resident of this Commonwealth, a Kentucky corporation, a Kentucky nonprofit corporation, a Kentucky limited liability company, a foreign corporation, a foreign nonprofit corporation, a foreign limited liability authorized to transact business in Kentucky. The company seeking formation shall not act as its own registered agent. The registered agents address must be identical with the registered office.

**CONSENT OF REGISTERED AGENT**

Unless the registered agent signs the certificate, the partnership must deliver with the certificate of limited partnership, the registered agent's consent to the appointment. The registered agent must give written consent to act as agent on behalf of the limited partnership. If the registered agent is a corporation an officer or the chairman of the board of directors must sign on behalf of the corporation. If the registered agent is a limited liability company and management of the company is vested in one or more managers, a manager must sign on behalf of the limited liability company. If management of the company is vested in its members, a member must sign. The person signing on behalf of the business entity acting as agent must designate the title or capacity in which he or she signs.

**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](http://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.

**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 154, 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](http://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.