



202464700069



**STATE OF CALIFORNIA**  
*Office of the Secretary of State*  
**CERTIFICATE OF REGISTRATION**  
**OUT-OF-STATE LIMITED PARTNERSHIP**

California Secretary of State  
1500 11th Street  
Sacramento, California 95814  
(916) 657-5448

For Office Use Only

**-FILED-**

File No.: 202464700069

Date Filed: 11/21/2024

B3211-7151 11/21/2024 2:09 PM Received by California Secretary of State

Limited Partnership Name		23 Spirits II LP	
Limited Partnership Name		23 Spirits II LP	
Jurisdiction		DELAWARE	
Limited Partnership is Formed in		DELAWARE	
Authority Statement			
This Limited Partnership currently has powers and privileges to conduct business in the state, foreign country or other jurisdiction entered above.			
Street Address of Principal Office of LP		3110 MAIN STREET SUITE 310 SANTA MONICA, CA 90405	
Principal Address		3110 MAIN STREET SUITE 310 SANTA MONICA, CA 90405	
Mailing Address of LP		3110 MAIN STREET SUITE 310 SANTA MONICA, CA 90405	
Mailing Address		3110 MAIN STREET SUITE 310 SANTA MONICA, CA 90405	
Attention			
Street Address of Office in Jurisdiction of Formation of LP		None	
Street Address of Home Jurisdiction Office		None	
Agent for Service of Process		CORPORATION SERVICE COMPANY WHICH WILL DO BUSINESS IN CALIFORNIA AS CSC - LAWYERS INCORPORATING SERVICE Registered Corporate 1505 Agent	
California Registered Corporate Agent (1505)		CORPORATION SERVICE COMPANY WHICH WILL DO BUSINESS IN CALIFORNIA AS CSC - LAWYERS INCORPORATING SERVICE Registered Corporate 1505 Agent	
General Partners			
General Partner Name		General Partner Address	
MSA Manager XI LLC		3110 MAIN STREET SUITE 310 SANTA MONICA, CA 90405	
Electronic Signature			
<input checked="" type="checkbox"/> I declare that I am the person who signed this instrument, which is my act and deed. I further declare the information is true and correct, and I am authorized to sign.			
<i>James Potts; Managing Member of MSA Manager XI LLC</i>		<i>11/21/2024</i>	
General Partner Signature		Date	

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "23 SPIRITS II LP" 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 TWENTY-FIRST DAY OF NOVEMBER, A.D. 2024.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "23 SPIRITS II LP" WAS FORMED ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2024.

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



A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

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SR# 20244283372

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 204938621

Date: 11-21-24

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