



Secretary of State
Application for Registration
Foreign Limited Partnership (LP)

LP-5

For Office Use Only

-FILED-

File No.: 202464406350

Date Filed: 10/30/2024

Foreign Certificate of Good Standing is required.

Filing Fee - \$70.00

Certified Copy Fee (Optional) - \$5.00

Note: Registered LPs in California may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to <https://www.ftb.ca.gov/>.



Above Space For Office Use Only

1. Name of Foreign LP (Only enter an alternate name if the foreign LP name in Item 1a is not available in CA.)

1a. Enter the Exact Name of the Foreign LP (as listed on the Certificate of Good Standing.)

W&D Debt Fund LP

1b. Enter the Alternate Name to be Used in California, if required.

2. LP Jurisdiction (Ensure that the jurisdiction matches the attached Certificate of Good Standing.)

Jurisdiction (State, foreign country or place where this LP is formed.)

Delaware

3. Business Addresses (Enter the complete business addresses. Items 3a and 3b cannot be a P.O. Box or "in care of" an individual or entity.)

a. Street Address of Principal Office - Do not enter a P.O. Box	City (no abbreviations)	State	Zip Code
2345 E 3rd Avenue, Suite 300	Denver	CO	80206
b. Mailing Address of Principal Office, if different than item 3a	City (no abbreviations)	State	Zip Code
7272 Wisconsin Avenue, Suite 1300	Bethesda	MD	20814
c. Address of required office in Jurisdiction of Formation, if any	City (no abbreviations)	State	Zip Code

4. Service of Process (Must provide either Individual OR Corporation.)

INDIVIDUAL - Complete Items 4a and 4b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation)	Middle Name	Last Name	Suffix
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box	City (no abbreviations)	State	Zip Code
		CA	

CORPORATION - Complete Item 4c only. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) - Do not complete Item 4a or 4b

Corporation Service Company Which Will Do Business In California As CSC - Lawyers Incorporating Service

5. General Partners (Enter the name and addresses of all the General Partners. Attach additional pages, if necessary.)

5a. General Partner's Name

W&D Debt Investors LLC

5b. General Partner's Address

2345 E 3rd Avenue, Suite 300

City (no abbreviations)

Denver

State

CO

Zip Code

80206

6. Foreign Limited Liability Limited Partnership (Check this box only if applicable)

☐ Check this box if the foreign limited partnership is a foreign limited liability limited partnership.

All attachments are part of this document. 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.

General Partner's Signature

Marcus Duley, Chief Investment Officer of W&D Debt Investors LLC, General Partner

Type or Print Name

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "W&D DEBT FUND 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 THIRTIETH DAY OF OCTOBER, A.D. 2024.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "W&D DEBT FUND LP" WAS FORMED ON THE TWENTY-FIRST DAY OF MARCH, A.D. 2024.

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



3305483 8300

SR# 20244079029

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

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

Jeffrey W. Bullock, Secretary of State

Authentication: 204753597

Date: 10-30-24

B3143-5762 10/30/2024 5:00 PM Received by California Secretary of State