

# A24496

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

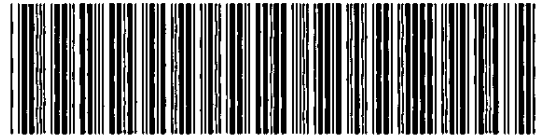
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SA 4/3

THE FORBES COMPANY

March 31, 2008

VIA FEDERAL EXPRESS

Ms. Gretchen Harvey  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Forbes/Cohen Florida Properties Limited Partnership  
Document # A24496

Dear Ms. Harvey:

I am directing this letter to you pursuant to our telephone conversation of March 17, 2008.

The above-referenced Limited Partnership attempted to file its Florida Annual Report online. We received a message stating that all General Partners must be active. The General Partner is Forbes/Cohen Properties, LLC, a Michigan LLC. This LLC was formerly a partnership and filed conversion papers with the State of Michigan on December 6, 2001. Per your instructions, last week we ordered a certified copy of this filing and it is attached.

It appears that the State of Florida was not notified that the General Partner of the above referenced Limited Partnership converted to an LLC. We have been properly filing annual reports for this LLC. Its document number is M05000004480. A copy of its Annual Report Notice is attached.

Please accept the attached Amendment to Certificate of Authority for Foreign Limited Partnership. In the State of Florida's records, please change the General Partner of Forbes/Cohen Florida Properties Limited Partnership from Forbes/Cohen Properties to Forbes/Cohen Properties, LLC. Please prepare a certified copy of this filing along with a Certificate of Status for Forbes/Cohen Florida Properties Limited Partnership. A check in the amount of \$113.75 is enclosed to cover the fees.

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TALLAHASSEE, FLORIDA

Ms. Gretchen Harvey  
March 31, 2008  
Page 2

The Annual Report for Forbes/Cohen Florida Properties Limited Partnership is due May 1<sup>st</sup>, so please expedite this filing. I can be reached at (248) 827-4600 during business hours if you need any additional information.

Sincerely,



Timothy S. Blair  
Controller  
Forbes/Cohen Florida Properties Limited Partnership

TSB/bw

Enclosures:

Amendment of Certificate of Authority for Foreign Limited Partnership  
Certified Copy - Conversion Papers re Forbes/Cohen Properties, LLC, a  
Michigan LLC, dated December 6, 2001  
Annual Report Notice, Forbes/Cohen Florida Properties Limited Partnership  
Annual Report Notice, Forbes/Cohen Properties, LLC

Attachment

Check: \$113.75

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TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Forbes/Cohen Florida Properties Limited Partnership  
(Name of Foreign Limited Partnership or Limited Liability Limited Partnership)

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Timothy Blair

(Contact Person)

The Forbes Company

(Firm/Company)

100 Galleria Officentre, Suite 427

(Address)

Southfield, MI 48034

(City, State and Zip Code)

For further information concerning this matter, please call:

Timothy Blair

(Name of Contact Person)

at ( 248 ) 827-4600

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$52.50 Filing Fee

☐ \$61.25 Filing Fee  
and Certificate of  
Status

☐ \$105.00 Filing Fee  
and Certified Copy

☒ \$113.75 Filing Fee,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

**AMENDMENT TO CERTIFICATE OF AUTHORITY  
FOR  
FOREIGN LIMITED PARTNERSHIP OR  
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Forbes/Cohen Florida Properties Limited Partnership

2. The jurisdiction of its formation is: Michigan

3. The date the entity was authorized to transact business in Florida is: 5-5-87

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.*

*Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.*

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Forbes/Cohen Properties, LLC ✓

MO5000004480

Business Address:

100 Galleria Office Centre, Suite 427  
Southfield, MI 48034

Formerly: Forbes/Cohen Properties (A General Partnership)

Merely a conversion from a Partnership to an LLC.

Documentation Attached.

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SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

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8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

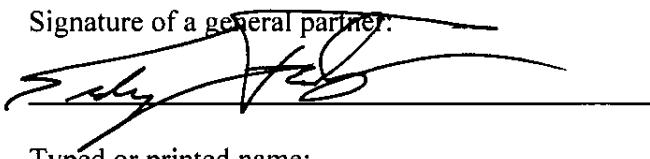
☐ The entity elects to be a limited liability limited partnership.

☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: \_\_\_\_\_  
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:

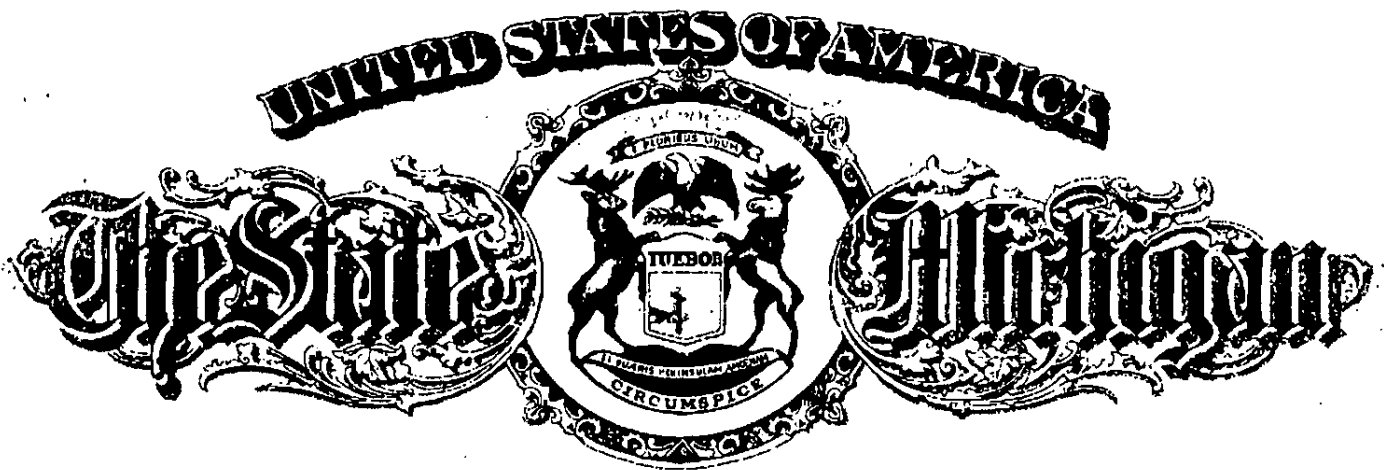


Typed or printed name:

Sidney Forbes for Forbes/Cohen Properties, LLC

Filing Fee:	\$52.50
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Michigan Department of Labor & Economic Growth

Lansing, Michigan

*This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 17th day of March, 2008*

*Andrew S. Mitchell*, Director

Bureau of Commercial Services

# MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES

Date Received <b>DEC 18 2001</b>	(FOR BUREAU USE ONLY)
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
<b>FILED</b>	
DEC 18 2001	
Administrator BUREAU OF COMMERCIAL SERVICES	
EFFECTIVE DATE:	

Name <b>C. Leslie Banas, Esq.</b>		
Honigman Miller Schwartz and Cohn LLP		
Address 32270 Telegraph Road, Suite 225		
City Bingham Farms	State Michigan	Zip Code 48025-2457

Document will be returned to the name and address you enter above.  
If left blank document will be mailed to the registered office.

## ARTICLES OF ORGANIZATION AND CERTIFICATE OF CONVERSION

For use by Domestic Partnerships or Domestic Limited Partnerships  
to convert to a Domestic Limited Liability Company

(Please read information and instructions on last page)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned execute the following Articles:

**B20240**

### ARTICLE I

The name of the limited liability company is: Forbes/Cohen Properties LLC

### ARTICLE II

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Michigan.

See Attachment.

### ARTICLE III

The duration of the limited liability company if other than perpetual is: December 31, 2058

### ARTICLE IV

1. The street address of the location of the registered office is:

100 Galleria Officenter, Suite 427, Southfield, Michigan 48034  
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office if different than above:

\_\_\_\_\_, Michigan \_\_\_\_\_  
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent at the registered office is: Nathan Forbes

### ARTICLE V (Insert any desired additional provision authorized by the Act; attach additional pages if needed.)

See Attachment.

W

#75-121340 ACK CR



Signed this 6th day of December, 2001

By   
(Signature)

Sidney Forbes  
(Type or Print Name)

### CERTIFICATE OF CONVERSION

I hereby certify:

The name of the partnership or limited partnership is Forbes/Cohen Properties  
(name)

**For Partnerships only:**

The partnership was formed September 1, 1966  
(date)

**For Limited Partnerships only:**

The limited partnership formed on \_\_\_\_\_ is canceled as of the  
(date)  
effective date of the Articles of Organization.

  
(signature)

Sidney Forbes  
(name)

Partner  
(title or capacity)

**ATTACHMENT**  
**TO**  
**ARTICLES OF ORGANIZATION AND CERTIFICATE OF CONVERSION**  
**FOR**  
**FORBES/COHEN PROPERTIES LLC**

**ARTICLE II**

The purpose for which the limited liability company is formed is the general development of shopping centers, office buildings and other commercial real estate and the investment and re-investment in real estate, including such activities which relate or are incidental to either, including the acquisition, ownership, improvement, development, management, mortgaging, construction and leasing in and with real estate, mortgages, land contracts, bonds, securities and other personal property, and the conduct of such activities either by itself or with others, including, without limitation, as a partner in partnerships or a venturer in joint ventures.

**ARTICLE V**

The limited liability company shall be managed by a manager or managers as set forth in the operating agreement of the company.

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