

BO4000000124

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000068052 3))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

FILED
06 APR 12 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
06 APR 12 AM 10:05
DIVISION OF CORPORATION

LELLP AMENDMENT/RESTATEMENT/CORRECTION

AMLI RESIDENTIAL PROPERTIES, L.P.

Certificate of Status	0
Certified Copy	0
Page Count	03 04
Estimated Charge	\$52.50

04
7

Please bracket
to:
March 14th
Thank You!

Electronic Filing Menu

Corporate Filing Menu

Help

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

FILED 06 APR 12 AM 10:19 SECRETARY OF STATE TALLAHASSEE, FLORIDA

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: AMLI Residential Properties, L.P.

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 03/23/04

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:

Table with 2 columns: Name, Business Address. Row 1: PFF AMLI Partners LLC, 3424 Peachtree Rd., NE, #800, Atlanta, GA 30326. Row 2: M06-2091

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:

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:

Gail Freeman

AMLI Residential Properties, L.P.
 By: PPF AMLI Partners, LLC, its General Partner
 By: PPF Multifamily, LLC, its Manager
 By: PPF OP, LP, its Sole Member
 By: PPF OPOP, LLC, its General Partner
 By: Prime Property Fund, LLC, its Sole Member
 By: Morgan Stanley Real Estate Advisor, Inc., its Manager

Typed or printed name:

Gail Freeman, Assistant Secretary

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

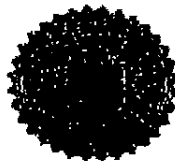
FILED
 06 APR 12 AM 10:19
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "AMLI RESIDENTIAL PROPERTIES, L.P.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF FEBRUARY, A.D. 2006, AT 12:09 O'CLOCK P.M.



2359673 8100

060114677

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4505725

DATE: 02-07-06

FROM BLAF #8

(TUE) 2 7 06 17:04/ST 12:02/NO. 4864901456 P 13

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 12:06 PM 02/07/2006
 FILED 11:59 PM 02/07/2006
 REV 08014577 - 239073 FILE

AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
 OF
 AMLI RESIDENTIAL PROPERTIES, L.P.

THIS Amended and Restated Certificate of Limited Partnership of AMLI RESIDENTIAL PROPERTIES, L.P. (the "Partnership"), dated as of February 7, 2006, has been duly executed and is being filed by the undersigned in accordance with the provisions of 6 Del. C. §17-210, to amend and restate the original Certificate of Limited Partnership of the Partnership, which was filed on November 16, 1993, with the Secretary of State of the State of Delaware (the "Secretary of State"), as amended by the Certificate of Amendment thereto, as filed on January 19, 1994 with the Secretary of State, as further amended by the Certificate of Amendment thereto, as filed on June 6, 1997 with the Secretary of State, as further amended by the Certificate of Amendment thereto, as filed on February 7, 2006 (as so amended, the "Certificate"), under the Delaware Revised Uniform Limited Partnership Act (6 Del. C. §17-101, et seq.).

The Certificate is hereby amended and restated in its entirety to read as follows:

1. **Name.** The name of the limited partnership continued hereby is AMLI RESIDENTIAL PROPERTIES, L.P.
2. **Registered Office.** The address of the registered office of the Partnership in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.
3. **Registered Agent.** The name and address of the registered agent for service of process on the Partnership in the State of Delaware are The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.
4. **General Partner.** The name and the business address of the sole general partner of the Partnership are: PPF AMLI Partners LLC, c/o Morgan Stanley Real Estate Advisor, Inc., 3424 Peachtree Road, N.E., Atlanta, Georgia 30326-1102.

MLP-2007-100-1

MLP-2007-100-1

FROM RLAF #6

(TIME) 2 7'06 12:05/07.12:02/NO.4864901406 P 14

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Limited Partnership as of the date first-above written.

PPF AMLI PARTNERS LLC,
as general partner

- By: PPF Multifamily, LLC, its Manager
- By: PPF OP, LP, its sole member
- By: PPF OPOP, LLC, its general partner
- By: Prime Property Fund, LLC, its sole member
- By: Morgan Stanley Real Estate Advisor, Inc., its Manager

By: Charles H. Todd
 Name: Charles H. Todd
 Title: Executive Director