

D 040000000017

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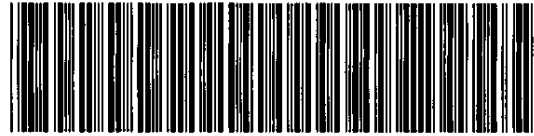
(Business Entity Name)

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COMM. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED  
06 MAY 10 AM 11:36

FILED

*withdrawn*  
*sf*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
06 MAY 10 AM 3:34



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May 10, 2006

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 6637157 SO  
Customer Reference 1: none given  
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

AMLI Residential Properties Trust (DE)  
Withdrawal  
Florida

AMLI Residential Properties Trust (DE)  
Obtain Document - Misc - certified copy of filing  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

*Thank you!*  
*Dew!*

**PPF AMLI ACQUISITION LLC**  
c/o Morgan Stanley Real Estate Advisor, Inc.  
3424 Peachtree Road, N.E., Suite 800  
Atlanta, Georgia 30326-1102

May 8, 2006

Ms. Susan Payne  
Florida Department of State  
Amendment Section  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: **AMLI Residential Properties Trust**  
**Florida Document Number D0400000017**

Ms. Susan Payne:

Per our conversation last week, attached is Certificate of Withdrawal of Foreign Trust, as it no longer exists as result of a merger.

This letter is to inform you that AMLI Residential Properties Trust (the "**Trust**") is no longer transacting business or conducting affairs within the State of Florida.

On October 23, 2005, the Trust entered into an Agreement and Plan of Merger by and among the Trust, Prime Property Fund, LLC, PPF AMLI Acquisition LLC (the "**Company**"), Atom Acquisition Partners, L.P. and AMLI Residential Properties, L.P., providing for the merger of the Trust with and into the Company.

On February 7, 2006, the Trust and the Company filed Articles of Merger in Maryland and a Certificate of Merger in Delaware (together, the "**Merger Certificates**"), whereupon the separate existence of the Trust ceased and the Company continued as the surviving entity. A copy of the certified Merger Certificates are attached hereto.

The Company hereby surrenders the Trust's authority to transact business or conduct affairs in Florida and revokes the authority of the Trust's registered agent in Florida to accept service on the Trust's behalf.

The Company appoints the Florida Department of State as the Trust's agent for service of process based on a cause of action arising during the time the Trust was authorized to transact business or conduct affairs in Florida. The mailing address to which the Florida Department of State shall mail a copy of any

process against the Trust served upon him is PPF AMLI Acquisition LLC, c/o Morgan Stanley Real Estate Advisor, Inc., 3424 Peachtree Road, N.E., Suite 800, Atlanta, Georgia 30326-1102.

Very truly yours,

**PPF AMLI ACQUISITION LLC**

By: PPF Multifamily, LLC, its  
Manager

By: PPF OP, LP, its sole member

By: PPF OPGP, LLC, its general  
partner

By: Prime Property Fund, LLC, its sole  
member

By: Morgan Stanley Real Estate  
Advisor, Inc., its Manager

By:   
Name: Gail Freeman  
Title: Assistant Secretary

CERTIFICATE OF WITHDRAWAL OF FOREIGN TRUST

OF

AMLI RESIDENTIAL PROPERTIES TRUST

Name of Trust: AMLI Residential Properties Trust

Document Number: D04000000017

Incorporated under laws of Maryland

Date of Qualification in FL: March 23, 2004

Reason for Withdrawing: The Trust is no longer transacting business in the State of Florida due to merger February 7, 2006.

Current mailing address of Trust:

3424 Peachtree Road, NE, Suite 800, Atlanta, GA 30326

FILED  
06 MAY 10 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PPF AMLI ACQUISITION LLC

By: PPF Multifamily, LLC, its  
Manager

By: PPF OP, LP, its sole member

By: PPF OPGP, LLC, its general  
partner

By: Prime Property Fund, LLC, its sole  
member

By: Morgan Stanley Real Estate  
Advisor, Inc., its Manager

By: Gail Freeman

Name: Gail Freeman

Title: Assistant Secretary

# 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 CERTIFICATE OF MERGER, WHICH MERGES:

"AMLI RESIDENTIAL PROPERTIES TRUST", A MARYLAND REAL ESTATE INVESTMENT TRUST,

WITH AND INTO "PPF AMLI ACQUISITION LLC" UNDER THE NAME OF "PPF AMLI ACQUISITION LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF FEBRUARY, A.D. 2006, AT 12:06 O'CLOCK P.M.

4048862 8100M

060114462



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4505674

DATE: 02-07-06

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:06 PM 02/07/2006  
FILED 12:06 PM 02/07/2006  
SRV 060114462 - 4048862 FILE

**CERTIFICATE OF MERGER**

merging

**AMLI RESIDENTIAL PROPERTIES TRUST**  
(a Maryland real estate investment trust)

into

**PPF AMLI ACQUISITION LLC**  
(a Delaware limited liability company)

Pursuant to §18-209 of the Delaware Limited Liability Company Act (the "Act"), PPF AMLI Acquisition LLC, a Delaware limited liability company, hereby certifies the following information relating to the merger (the "Merger") of AMLI Residential Properties Trust, a Maryland real estate investment trust, with and into PPF AMLI Acquisition LLC:

**FIRST:** The name and jurisdiction of formation or organization of each of the constituent entities to the Merger are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
PPF AMLI Acquisition LLC	Delaware
AMLI Residential Properties Trust	Maryland

**SECOND:** The Agreement and Plan of Merger dated as of October 23, 2005 (the "Merger Agreement") among Prime Property Fund, LLC, PPF AMLI Acquisition LLC, PPF AMLI Acquisition Partners, L.P., AMLI Residential Properties Trust and AMLI Residential Properties, L.P. has been approved and executed by PPF AMLI Acquisition LLC and AMLI Residential Properties Trust.

**THIRD:** The name of the surviving limited liability company in the Merger is PPF AMLI Acquisition LLC.

**FOURTH:** The Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

**FIFTH:** A copy of the executed Merger Agreement is on file at the principal place of business of PPF AMLI Acquisition LLC, the surviving domestic limited liability company, at c/o Morgan Stanley Real Estate Advisor, Inc., 3424 Peachtree Road, N.E., Suite 800, Atlanta, Georgia 30326-1102.

**SIXTH:** A copy of the Merger Agreement will be furnished by the surviving domestic limited liability company, on request and without cost, to any shareholder of AMLI Residential Properties Trust or any member of PPF AMLI Acquisition LLC.

**[Remainder of this page intentionally left blank]**



IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger this 7<sup>th</sup> day of February, 2006.

PPF AMLI ACQUISITION LLC

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

By: Candice W. Todd  
Name: Candice W. Todd  
Title: Executive Director