

Division of Corporations

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M04000001445

Florida Department of State
Division of Corporations
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Division of Corporations

S/K

MERGER OR SHARE EXCHANGE

AMLI AT IBIS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	7
Estimated Charge	\$105.00

\$11.50

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>The Reserve at Ibis Limited Partnership</u> <u>125 S. Wacker Drive, Suite 3100</u> <u>Chicago, Illinois 60606</u>	<u>Florida</u>	<u>Ltd. Partnership</u>

Florida Document/Registration Number: A98000001624 FEI Number: 550851624

2. <u>AMLI at Ibis, LLC</u> <u>125 S Wacker Drive, Suite 3100</u> <u>Chicago, Illinois 60606</u>	<u>Delaware</u>	<u>Ltd. Liability Co</u>
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Florida Document/Registration Number: MO4000001445 FEI Number: 20-1004192

3. N/A

Florida Document/Registration Number: _____ FEI Number: _____

4. N/A

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AMLE ac This, LLC 125 S. Wacker Drive, Suite 3100 Chicago, Illinois 60606	Delaware	Ltd. Liability Co.

Florida Document/Registration Number: HQ4000001445 FBI Number: 20-1004152

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

N/A

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>The Xerox at Ibis L.P.</u>	<u>Charles C. Kraft</u>	<u>Charles C. Kraft</u> <u>Senior V.P. & Treasurer</u> <u>on behalf of General Partner</u>
<u>AMLI at Ibis, LLC</u>	<u>Charles C. Kraft</u>	<u>Charles C. Kraft</u> <u>Senior V.P. & Treasurer</u> <u>on behalf of General Partner</u>
<u>N/A</u>		
<u>N/A</u>		
<u>N/A</u>		

(Attach additional sheet(s) if necessary.)

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
The Reserve at Ibis Limited Partnership	Florida
AMLI at Ibis, LLC	Delaware

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
AMLI at Ibis, LLC	Delaware

THIRD: The terms and conditions of the merger are as follows:

The operating agreement of limited liability company of Amlt at Ibis, LLC, shall be the Operating Agreement of limited liability company of the surviving entity and thereafter may be amended as provided in the Operating Agreement of limited liability company or by law. The Agreement and Plan of Merger shall effect no amendment or other change whatsoever to the Operating Agreement of limited liability company.

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

At the effective time, by reason of Mergex, the partnership interests of the merging entity shall cease to exist in consideration of the assumption by the Surviving Entity of the obligation to pay all liabilities of the Merging Entity.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

N/A

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Amli Residential Properties, L.P.
125 E. Wacker Drive, Suite 3100
Chicago, IL 60606

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

State of Delaware Certificate of Merger of a Foreign Limited Partnership into a Domestic Limited Liability Company

EIGHTH: Other provisions, if any, relating to the merger:

N/A

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