

11/16/2016

Division of Corporations

Resubmission, please

M06000005128

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

honor original filing
date of 11/16/2016.

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.

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To:

Division of Corporations
Fax Number : (850)617-6383

Resubmission, please honor
original filing date of
11/16/2016.

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614)280-3338
Fax Number : (954)208-0845

RECEIVED

2016 NOV 17 PM 3:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: _____

16 NOV 16 AM 9:01

FILED
OFFICE OF STATE
CLERK

Resubmission,
please honor
original filing
date of
11/16/2016.

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
MIAMI LAKES GP ONE LLC**

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$25.00

Electronic Filing Menu

Corporate Filing Menu

Help 2015
NOV 18 2015
J. HARRIS

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Miami Lakes GP One LLC

Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Susan R. McMaster

Name of Person

Jaffe Raitt Heuer & Weiss PC

Firm/Company

27777 Franklin Road, Suite 2500

Address

Southfield, MI 48034

City/State and Zip Code

smcmaster@jaffelaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Susan R. McMaster

Name of Person

at (248)

727-1485

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

☐ \$25 Filing Fee

☐ \$30 Filing Fee &
Certificate of Status

☐ \$55 Filing Fee &
Certified Copy

☐ \$60 Filing Fee,
Certificate of Status &
Certified Copy

CR21055 (9/15)

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: Miami Lakes GP One LLC

Enter new principal office address, if applicable: _____

(Principal office address
MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: _____

(Mailing address
MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: M06000005128

3. Jurisdiction of its organization: Michigan

4. Date authorized to do business in Florida: 9/19/2006

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: _____
(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida Street Address

_____, Florida _____
City Zip Code

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

16 NOV 16 AM 9:01

FILED
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

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

Delaware

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

9. Attached is a certificate, if required: no more than 90 days old, 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.

Signature of the authorized representative

Susan R. McMaster, Authorized Agent

Typed or printed name of signee

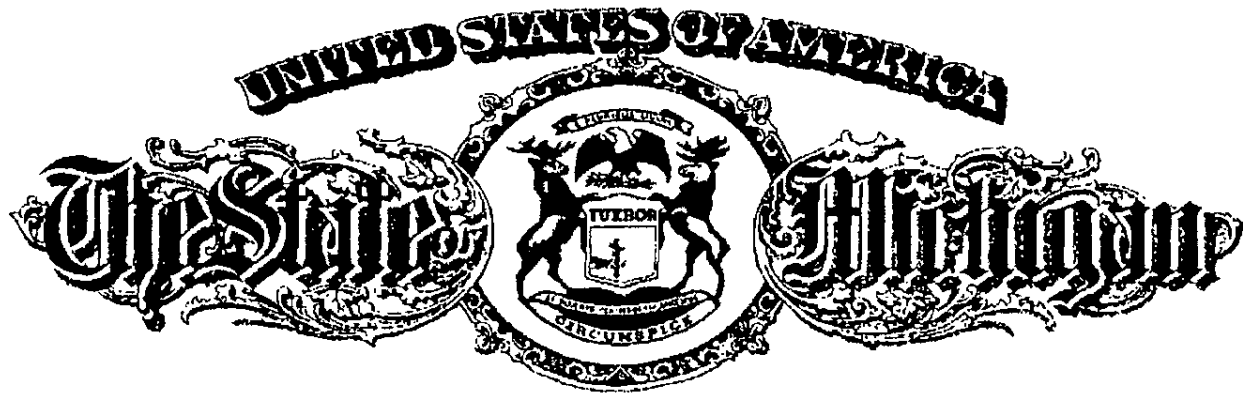
Filing Fee: \$25.00

4

FILED
NOV 16 AM 9:01
16 NOV 16 AM 9:01

NOV-15-2016 16:44 JAFFE LAW PC1
11/15/2016 4:30:46 PM -0500 DELEG FAXCOM

2483513082 P.003/008
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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.



Sent by Facsimile Transmission
1420433

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 15th day of November, 2016

Julia Dale

Julia Dale, Director
Corporations, Securities & Commercial Licensing Bureau

NOV-15-2016 16:44 JAFFE LAW PC1
11/15/2016 4:30:48 PM -0500 DELEG FAXCOM

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MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS

FILING ENDORSEMENT

This is to Certify that the CERTIFICATE OF CONVERSION

for

MIAMI LAKES GP ONE LLC

ID NUMBER: D0877D

received by facsimile transmission on September 13, 2016 is hereby endorsed.

Filed on September 19, 2016 by the Administrator.

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



Sent by Facsimile Transmission

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 19th day of September, 2016.

Julia Dale

Julia Dale, Director
Corporations, Securities & Commercial Licensing Bureau

NOV-15-2016 16:44 JAFFE LAW PC1
11/15/2016 4:30:46 PM -0500 DELEG FAXCOM

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Sep. 13. 2016 2:07PM

No. 2836 F. 2

GSCL/CD-754 (Rev. 08/15)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU											
Date Received	(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.											
<table border="1"> <tr> <td colspan="3">Name Susan R. McMaster c/o Jaffe Raitt Heuer & Weiss PC</td> </tr> <tr> <td colspan="3">Address 27777 Franklin Road, Suite 2500</td> </tr> <tr> <td>City Southfield,</td> <td>State MI</td> <td>Zip Code 48034</td> </tr> </table>			Name Susan R. McMaster c/o Jaffe Raitt Heuer & Weiss PC			Address 27777 Franklin Road, Suite 2500			City Southfield,	State MI	Zip Code 48034
Name Susan R. McMaster c/o Jaffe Raitt Heuer & Weiss PC											
Address 27777 Franklin Road, Suite 2500											
City Southfield,	State MI	Zip Code 48034									
EFFECTIVE DATE:											

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

CERTIFICATE OF CONVERSION

For use by a Limited Liability Company Converting into a Business Organization

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162 Public Acts of 1982 (nonprofit corporation) and Act 23, Public Acts of 1993 (limited liability companies), the undersigned limited liability company executes the following Certificate of Conversion.

1. Before Conversion

Entity Name: Miami Lakes GP One LLC		Entity ID: D0877D
Indicate (X) Entity Type	<input checked="" type="checkbox"/>	Domestic Limited Liability Company
	Street Address, if different than the one provided in Item 3: 27777 Franklin Road, Suite 200, Southfield, MI 48034	
	<input type="checkbox"/>	Foreign Limited Liability Company

2. After Conversion

Entity Name: Miami Lakes GP One LLC	
Indicate (X) Entity Type	<input type="checkbox"/> Domestic Profit Corporation
	<input type="checkbox"/> Domestic Nonprofit Corporation
	<input type="checkbox"/> Foreign Profit Corporation
	<input type="checkbox"/> Foreign Nonprofit Corporation
	<input type="checkbox"/> Domestic Limited Liability Company
	<input checked="" type="checkbox"/> Foreign Limited Liability Company
<p>If the converting limited liability company is a domestic limited liability company that has not commenced business, has not issued any membership interests, has no debts or other liabilities, and has not received or returned any payments for its membership interests, proceed to Item 4.</p> <p>If the limited liability company is a domestic limited liability company that has commenced business or a foreign limited liability company, proceed to Item 3.</p>	

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No. 2836 F. 3

3. Surviving Business Organization

Governing Statute:

Delaware Limited Liability Company Act

Street Address:

27777 Franklin Road, Suite 200, Southfield, MI 48034

Principal Place of Business:

27777 Franklin Road, Suite 200, Southfield, MI 48034

4. (Complete only if a later effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in the office.)

The conversion is effective on the _____ day of _____.

The plan of conversion will be furnished by the surviving business organization, on request and without cost, to any member of the converting limited liability company.

The conversion is permitted by the law that will govern the internal affairs of the business organization after conversion and the surviving business organization complies with that law in converting.

5. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the conversion are:

Assumed Name	Expiration Date

6. The converting limited liability company's name and/or assumed name(s) to be used as new assumed name(s) of the surviving business organization:

Assumed Name

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11/15/2016 4:30:46 PM -0500 DELEG FAXCOM

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No. 2636 F. 4

7. **Signatures:** Complete only Section (a) or (b) if the converting entity is a domestic limited liability company.
Proceed to Item 8 if the converting entity is a foreign limited liability company.

Complete if the domestic limited liability company has not commenced business:

- a) *The domestic limited liability company has not yet commenced business, has not issued any membership interests; has no debts or other liabilities, and has not received or returned any payments for its membership interests and the plan of conversion was adopted and approved by unanimous consent of the organizers, in accordance with Section 708(1)(d) of the Act.*

Signed this _____ day of _____,

(Signature of Organizer)

(Signature of Organizer)

(Type or Print Name)

(Type or Print Name)

(Signature of Organizer)

(Signature of Organizer)


(Type or Print Name)

(Type or Print Name)

Complete if the domestic limited liability company has commenced business:

- b) *The plan of conversion was adopted and approved by the unanimous vote of the members, entitled to vote, unless the articles of organization or operating agreement provide otherwise, in accordance with Section 708(1)(c) of the Act.*

Signed this 13th day of September, 2016

By 
(Signature of Member, Manager or Authorized Agent)

Susan R. McMaster, Authorized Agent
(Type or Print Name)

NOV-15-2016 16:44

JAFTE LAW PC1

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Complete both boxes below for a foreign business organization:

Complete Items 8 and 9 below if the converting entity is a foreign limited liability company.

8. The terms and conditions of the proposed conversion, including the manner and basis of converting the membership interests of the foreign limited liability company into ownership interests or obligations of the surviving business organization, into cash, into other consideration that may include ownership interests or obligations of an entity that is not a party to the conversion, or into a combination of cash and other consideration.

The membership interests will convert on a one to one basis

9. Signature:

The plan of conversion was adopted and submitted for approval in the manner required by the law governing the internal affairs of the converting foreign limited liability company.

Signed this 13th day of September, 2016.

By


(Signature of Authorized Officer or Agent)Susan R. McMaster, Authorized Agent
(Type or Print Name)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "MIAMI LAKES
GP ONE LLC" FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF
SEPTEMBER, A.D. 2016, AT 3:22 O'CLOCK P.M.



6150546 8100F
SR# 20165763617

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is 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: 202984083
Date: 09-13-16

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF CONVERSION OF A MICHIGAN LIMITED
LIABILITY COMPANY UNDER THE NAME OF "MIAMI LAKES GP ONE LLC" TO A
DELAWARE LIMITED LIABILITY COMPANY, FILED IN THIS OFFICE ON THE
THIRTEENTH DAY OF SEPTEMBER, A.D. 2016, AT 3:22 O'CLOCK P.M.



6150546 8100F
SR# 20165763617

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

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Authentication: 202984083
Date: 09-13-16

State of Delaware
Secretary of State
Division of Corporations
Delivered: 03:22 PM 09/13/2016
FILED: 03:22 PM 09/13/2016
SR 20165763617 File Number 6150546

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE LIMITED LIABILITY COMPANY TO
A DELAWARE LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Non-Delaware Limited Liability Company first formed is Michigan.
- 2.) The jurisdiction immediately prior to filing this Certificate is Michigan.
- 3.) The date the Non-Delaware Limited Liability Company first formed is September 18, 2006.
- 4.) The name of the Non-Delaware Limited Liability Company immediately prior to filing this Certificate is Miami Lakes GP One LLC.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Miami Lakes GP One LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
13th day of September, A.D. 2016.

By: 
Authorized Person

Name: Susan R. McMuser, Authorized Person
Print or Type

CERTIFICATE OF FORMATION

OF

MIAMI LAKES GP ONE LLC

FIRST: The name of the limited liability company (the "**Company**") is:

Miami Lakes GP One LLC

SECOND: (a) The address of the registered office of the Company in Delaware is:

160 Greentree Drive, Suite 101
Dover, Delaware 19904

(b) The name of the Company's registered agent at the address of its registered office is:

National Registered Agents, Inc.

THIRD: The Certificate of Formation shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned, an authorized person of the Company, has caused this Certificate of Formation to be duly executed as of this 13th day of September, 2016.

/s/ Susan R. McMaster

Susan R. McMaster, Authorized Person