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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 06 2015

C. CARROTHERS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Southgate Gardens Value Apartments, Inc.

Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Thomas D. Luczak

Contact Person

Conlin, McKenney & Philbrick, P.C.

Firm/Company

350 South Main Street, Ste. 400

Address

Ann Arbor, Michigan 48104

City, State and Zip Code

toml@cmplaw.com

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

For further information concerning this matter, please call:

Thomas D. Luczak at (734) 997-2168

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

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\$43.75 Filing Fee  
and Certificate of  
Status

☐

\$43.75 Filing Fee  
and Certified Copy

☐

\$52.50 Filing Fee,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

**Certificate of Conversion**  
For  
**Florida Profit Corporation**  
Into  
**"Other Business Entity"**

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Southgate Gardens Value Apartments, Inc.

Enter Name of Florida Profit Corporation

2. The name of the "Other Business Entity" is:

AAW Properties, Inc.

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a corporation

(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Michigan

(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: January 1, 2015

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TALLAHASSEE, FLORIDA

8. This conversion shall be effective in Florida on: January 1, 2015  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:

7701 Orchard Lake Road, Suite 100

West Bloomfield, Michigan 48328

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 7701 Orchard Lake Road, Suite 100

West Bloomfield, Michigan 48328

Mailing Address: 7701 Orchard Lake Road, Suite 100

West Bloomfield, Michigan 48328

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 23rd day of December 2014.

Signature: Thomas D. Luczak

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Thomas D. Luczak Title: Assistant Secretary

**Fees:** Filing Fee: \$35.00  
Certified Copy: \$8.75 (Optional)  
Certificate of Status: \$8.75 (Optional)