



Filing Fee \$25

SUBMIT IN DUPLICATE!

00179284

1970/0288 38 001 Page 1 of 5
2000-03-13 15:44:26
Cook County Recorder 29.00

File #

Assigned by
Secretary of State

46-24

LPR302/29/00:01:1761: 75.00 CK02
505IL 5016343 FILED 1205

All correspondence regarding this filing will be sent to the registered agent of the limited partnership unless a self-addressed envelope with pre-paid postage is included.

JESSE WHITE
SECRETARY OF STATE
STATE OF ILLINOIS

CERTIFICATE TO BE GOVERNED
(Pre-existing Illinois limited partnership)
Prior to 7-1-87

FORM LP 1110 MUST ACCOMPANY THIS CERTIFICATE AND IS A PART OF THIS APPLICATION.

- Limited partnership's name: Briar Glen Healthcare Centre, L.P.
- The address, including county, of the office at which records required by Section 104 are to be kept is: (P.O. Box alone & c/o are unacceptable:) 10700 W. Higgins, Rosemont, IL 60018
- Federal Employer Identification Number (F.E.I.N.): 36-3081100
- The limited partnership's registered agent's name and registered office address is:
Registered agent:
First name Albert Middle name _____ Last name Milstein
Registered Office: (P.O. Box alone and c/o are unacceptable)
Number 35 Street W. Wacker Suite # 4200
City Chicago County Cook State Illinois ZIP Code 60601
- The limited partnership's purpose(s) is: Any and all purposes for which an Illinois limited partnership may be formed, including but not limited to owning, leasing, operating, equipping, maintainin improving, financing, mortgaging, exchanging, disposing of, refinancing, transferring and/or otherwise dealing with a Nursing Home.
IRS Business Code Number is: 623000
- Dissolution date: Perpetual or December 31, 2043
(month, day, year)
- The county in which the pre-existing limited partnership's original certificate of limited partnership was filed is: Boone Recording date: 1-6-81 Document of Book & Page No.: 81-21

BOX 170

8. The total aggregate dollar amount of cash, property, and services contributed by all partners is: (per Section 201-5)
\$507,072.40

9. A brief statement of the partners' membership termination and distribution rights:
See Exhibit "A" attached hereto.

NAME(S) & BUSINESS ADDRESS(ES) OF GENERAL PARTNER(S)

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

All general partners are required to sign the certificate to be governed.

SIGNATURE AND NAME

BUSINESS ADDRESS

1. Signature [Handwritten Signature]

Number/Street 10700 W. Higgins

Type or print name and title Shael Bellows
General Partner

City/town Rosemont

Name of General Partner if a corporation or
other entity _____

State Illinois ZIP Code 60018

2. Signature _____

Number/Street _____

Type or print name and title _____

City/town _____

Name of General Partner if a corporation or
other entity _____

State _____ ZIP Code _____

3. Signature _____

Number/Street _____

Type or print name and title _____

City/town _____

Name of General Partner if a corporation or
other entity _____

State _____ ZIP Code _____

(Signatures must be in **BLACK INK** on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

FORMS OF PAYMENT:

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

DO NOT SEND CASH!

RETURN TO:

Secretary of State
Department of Business Services
Limited Partnership Division
Room 357, Howlett Building
Springfield, Illinois 62756
Telephone: (217) 785-8960
<http://www.sos.state.il.us>

BOX 170

UNOFFICIAL COPY

EXHIBIT "A"

00179284

- LPR302/29/00:01:1761: 75.00 CK02
SOSIL 5016343 FILED 1205
- (i) The filing of an application by such General Partner for, or a consent to, the appointment of a trustee of his assets;
- (ii) The filing by such General Partner of a voluntary petition in bankruptcy or the filing of a pleading in any court of record admitting in writing his inability to pay his debts as they come due;
- (iii) The making by such General Partner of a general assignment for the benefit of creditors;
- (iv) The filing by such General Partner of an answer admitting the material allegations of, or his consenting to, or defaulting in answering, a bankruptcy petition filed against him in any bankruptcy proceedings;
- (v) The entry of an order, judgment or decree by any court of competent jurisdiction adjudicating such General Partner a bankrupt or appointing a trustee of his assets, and such order, judgment or decree continuing unstayed and in effect for any period of sixty (60) consecutive days.

ARTICLE XVIII

Dissolution of the Partnership

Section 18.1. In the event of the termination of the Partnership for any reason, the General Partner or Limited Partners pursuant to the provisions of 17.5, as the case may be, shall commence to wind up the affairs of the Partnership and to liquidate its assets and investments. The holders of the

BOX 170

UNOFFICIAL COPY

00179284

LPR302/29/00:01:1761: 75.00 CK02
SOSIL SD16343 FILED 1205

Interests shall continue to share profits and losses during the period of liquidation in the same proportion as before the dissolution. The General Partner shall have full right and unlimited discretion to determine the time, manner and terms of any sale or sales of Partnership property pursuant to such liquidation, having due regard to the activity and condition of the relevant market and general financial and economic conditions.

Section 18.2 The proceeds from the liquidation of the Partnership shall be distributed and applied in the following order of priority:

- (i) to the payment of all debts, liabilities and obligations of the Partnership;
- (ii) the repayment of all loans of the Partners to the Partnership;
- (iii) to the setting up of any reserves which the General Partner shall deem reasonably necessary to provide for contingent or unforeseen liabilities or obligations of the Partnership; provided, however, that at the expiration of such period of time as the General Partner shall deem advisable, the balance of such reserve shall be distributed in the manner set forth in this Section 18.2;
- (iv) the balance, if any, shall be distributed to the Partners in accordance with their respective Partnership Interests.

Section 18.3. Within a reasonable time following the completion of the liquidation of the Partnership's properties, the General Partner shall supply to each of the Partners a statement which shall set forth the assets and the liabilities of the Partnership as of the date of complete liquidation, each

UNOFFICIAL COPY

00179284

LPR302/29/00:01:1781:
SOSIL 5016343 FILED 1205

75.00 CK02

Interestholder's pro rata portion of distributions and the reserves established by the General Partner pursuant to Section 18.2.

Section 18.4. Each holder of an Interest shall look solely to the assets of the Partnership for all distributions with respect to the Partnership and share of profits and losses thereof, and shall have no recourse therefor against a General Partner or any Limited Partner. No holder of an Interest shall have any right to demand or receive property other than cash upon dissolution and termination of the Partnership.

Section 18.5. Upon completion of the liquidation of the Partnership and the distribution of all Partnership funds, the General Partner shall have the authority to execute and record a Certificate of Cancellation of the Partnership as well as any and all other documents required to effectuate the dissolution and termination of the Partnership.

ARTICLE XIX

Power of Attorney

Section 19.1. The Limited Partners, by their execution hereof, jointly and severally hereby irrevocably constitute and appoint the General Partner, with full power of substitution, his true and lawful attorney-in-fact, in their name, place and stead with full power and authority as fully as said Limited Partners might or could do if personally present, to make, execute, sign, acknowledge, verify, deliver, publish, record and file, at any time and from time to time, on behalf of them and on behalf of the Partnership, the following:

- (i) Certificates of Limited Partnership, Certificates of Doing Business Under an Assumed Name, and any other certificates or instruments which may be required to be filed

BOX 170