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THIS DOCUMENT PREPARED BY
AND AFTER RECORDING RETURN TO

Merle Teitelbaum Cowin
Piper Rudnick
203 North LaSalle Street
Suite 1800
Chicago, Illinois 60601



Eugene "Gene" Moore Fee: \$48.00
Cook County Recorder of Deeds
Date: 08/07/2003 09:01 AM Pg: 1 of 13

Property Commonly known as

Northbrook Court
Office Plaza
Northbrook, Illinois

Recorder's Stamp

RECORDING FEE _____
DATE _____
BY _____
COPIES _____

FIFTH AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS AND RESTRICTIVE COVENANT

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THIS FIFTH AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS AND RESTRICTIVE COVENANT (this "Amendment") is made and entered into as of this _____ day of December, 2002 by and among **NORTHBROOK COURT OFFICE PLAZA ASSOCIATION**, an Illinois non-profit corporation (the "Association"), **ROMANEK NORTHBROOK PLACE L.L.C.**, an Illinois limited liability corporation ("Romanek"), the **VILLAGE OF NORTHBROOK**, a home rule municipal corporation of the State of Illinois (the "Village"), and each of the other undersigned parties hereto (collectively, the "Owners").

RECITALS:

WHEREAS, Romanek is the owner of certain real property (the "Premises") located in the Village and legally described on **Exhibit A-1**, attached hereto and made a part hereof; and

WHEREAS, the Premises are located in, and a part of, that certain real estate legally described on **Exhibit A-2** (the "Complex") and located in the Village; and

WHEREAS, pursuant to the Declaration (as hereinafter defined), use of the Complex for purposes other than the construction and maintenance of an office building(s), or purposes incidental thereto, is not permitted. For purposes hereof, the "Declaration" shall mean that certain Declaration of Covenants, Conditions and Restrictions dated February 22, 1979, executed by Exchange National Bank of Chicago, as Trustee under Trust Agreement dated August 1, 1972 and known as Trust Number 26882, and recorded in the office of the Cook County, Illinois Recorder of Deeds (the "Recorder's Office") as Document Number 24856662, as amended (i) by that certain Amendment to Declaration of Covenants, Conditions and Restrictions of Northbrook Court Office Plaza executed by the Association and recorded January 5, 1984 in the Recorder's Office as Document Number 26917736, and (ii) by that

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certain Second Amendment to Declaration of Covenants, Conditions and Restrictions of Northbrook Court Office Plaza executed by the Association and recorded March 26, 1990 in the Recorder's Office as Document Number 90133411, and (iii) by that certain Third Amendment to Declaration of Covenants, Conditions and Restrictions and Restrictive Covenant executed by the Association, the Owners, and the Village, recorded on June 26, 1996 in the Recorder's Office as Document Number 96494814 ("**Third Amendment**"); and (iv) by that certain Fourth Amendment to Declaration of Covenants, Conditions and Restrictions and Restrictive Covenant executed by the Association, 255 Revere Drive Limited Partnership, the Village, and the Owners recorded on July 7, 2002 in the Recorder's Office as Document Number 0020732138 ("**Fourth Amendment**"); and

WHEREAS, pursuant to the Restrictive Covenant (as hereinafter defined) the Complex is restricted to the permitted uses for an "M-1 Manufacturing District" as defined in the Village's then applicable zoning ordinance, provided that radio and television towers are permitted as special uses. For purposes hereof, the "Restrictive Covenant" shall mean that certain unrecorded Restrictive Covenant dated December 16, 1966, executed by American National Bank and Trust Company of Chicago, as Trustee under Trust Number 23801 as amended (i) by that certain Amendment to Restrictive Covenant dated May 8, 1973, executed by the Village and Exchange National Bank of Chicago, as Trustee under Trust Agreement dated August 1, 1972 and known as Trust Number 26882 and recorded in the Recorder's Office as Document Number 22400807, and (ii) by that certain Second Amendment to Restrictive Covenant dated March 7, 1984, executed by the Village and the property owners therein described and recorded June 6, 1984 in the Recorder's Office as Document Number 27117890, and the Third Amendment and the Fourth Amendment; and

WHEREAS, the Village's then applicable zoning ordinance has been replaced and superseded by the Northbrook Zoning Code (1988) ("Zoning Code"), and the Complex is now situated in an "I-1 Industrial District" thereunder; and

WHEREAS, notwithstanding any terms, provisions, restrictions and conditions to the contrary contained in either the Declaration or the Restrictive Covenant, Romanek is seeking a special permit to allow Health Services Except 8050, 8060, 8070, 8080 & 8090 (Northbrook SIC No. 8000.02) on the Premises; and

WHEREAS, subject to the terms and conditions herein provided, including, without limitation, the approval by the Village of Romanek's application for a special permit in substantially the form now pending before the Village, the Association, Romanek, and the Owners desire to further amend the Declaration and the Restrictive Covenant to permit the use of the Premises by Romanek and its invitees, guests, agents, representatives, employees, contractors for the purposes herein described; and

WHEREAS, as required by Section 11 of the Restrictive Covenant, the undersigned Owners constitute the owners of an aggregate area consisting of at least 75% of the Complex, and a public hearing relating to the special permit was conducted on September 3, 2002 in the same manner as required by the Zoning Code; and

WHEREAS, the Owners agree to amend the Declaration and the Restrictive Covenant as herein provided.

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AGREEMENTS:

NOW, THEREFORE, in consideration of the Recitals, which are incorporated herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the terms and conditions herein set forth, the parties hereby amend the Declaration and the Restrictive Covenant as follows:

1. The Association, Romanek, Village, and each of the Owners hereby acknowledge, covenant, and agree that notwithstanding anything to the contrary contained in the Declaration or the Restrictive Covenant, or any ancillary document executed by said parties in connection with either of the foregoing, the following uses of the Premises are permissible under the Declaration and the Restrictive Covenant as if originally fully set forth herein:

Health Care Services Except 8050, 8060, 8070, 8080, & 8090
(Northbrook SIC No. 8000.02)

2. The Association and each of the Owners acknowledge, covenant, and agree that, subject to the approval of the Village and the applicable provisions of Article X, Section 9 of the Declaration, Romanek may construct a sign or signs, displays, marquees or similar structures upon the Premises, including, without limitation, wall signs, in such locations as Romanek shall determine, in its sole discretion, identifying the above-described facilities, provided the same otherwise comply with all applicable laws, ordinances, rules, and regulations.

3. Except as amended by this Agreement, the terms, covenants, and conditions set forth in the Declaration and the Restrictive Covenant shall remain in full force and effect.

4. Each of the terms, provisions, covenants, and agreements hereof shall be binding upon and inure to the parties hereto and their respective successors, heirs, assigns and legatees, and each and all of the terms, provisions, covenants and agreements are hereby deemed to run with the land.

5. This Amendment may be executed in one or more counterparts, all of which when taken together shall constitute one and the same instrument.

[End of Text – Signature Pages Follow]

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IN WITNESS WHEREOF, the parties have executed and delivered this Amendment to the Declaration of Covenants, Conditions and Restrictions and Restrictive Covenant as of the date first written above.

Fifth
[Signature]

NORTHBROOK COURT OFFICE PLAZA
ASSOCIATION, an Illinois non-profit
corporation

By: Northbrook Court Office Plaza Assoc.
Name: Ronald G. [Signature]
Its: President

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Valerie Berzner, a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Ronald G. [Signature], personally known to me to be the President of Northbrook Court Office Plaza Association, an Illinois not-profit corporation, is the same person whose name is subscribed to the foregoing instrument as such officer of said corporation, appeared before me this day in person and acknowledged that as such officer he/she signed and delivered the said instrument pursuant to due authority, as his/her free and voluntary acts, and as the free and voluntary acts and deeds of said corporation, for the uses and purposes therein set forth;

GIVEN under my hand and notarial seal this 26 day of March, 2003.

Valerie R. Berzner
Notary Public

My Commission Expires: 12-7-05

OFFICIAL SEAL
VALERIE R. BERZNER
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 12/7/05

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VILLAGE OF NORTHBROOK, a home rule municipal corporation of the State of Illinois

By: Mark W. Davis
Name: Mark W. Davis
Its: Village President

ATTEST:

By: Lona N. Lewis
Name: Lona N. Lewis
Its: Village Clerk

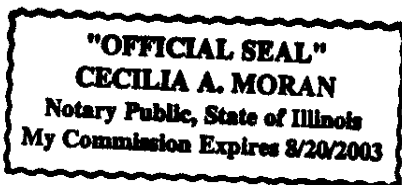
STATE OF Illinois)
COUNTY OF Cook) SS.

I, Cecilia A. Moran, a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Mark W. Davis and Lona N. Lewis, personally known to me to be the Village President and Village Clerk of Village of Northbrook, a municipal corporation, are the same persons whose names are subscribed to the foregoing instrument as such officers or said corporation, appeared before me this day in person and acknowledged that as such officers they signed and delivered the said instrument pursuant to due authority, as their free and voluntary acts, and as the free and voluntary acts and deeds of said corporation, for the uses and purposes therein set forth;

GIVEN under my hand and notarial seal this 14th day of July, 2003.

Cecilia A. Moran
Notary Public

My Commission Expires:



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ROMANEK NORTHBROOK PLACE
L.L.C., an Illinois limited liability ~~corporation~~ *company*

By: _____
Name: PERE HOLSTEIN
Its: MEMBER + AUTHORIZED SIGNATORY

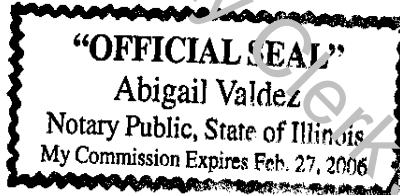
STATE OF ILLINOIS)
COUNTY OF _____) SS.

I, ABIGAIL VALDEZ, a notary public in and for said County, in the State
aforesaid, DO HEREBY CERTIFY that PERE HOLSTEIN, personally known to me to
be the ~~member~~ *member* of Romanek Northbrook Place L.L.C., an Illinois limited liability
company, is the same person whose name is subscribed to the foregoing instrument as such
_____ of said company, appeared before me this day in person and acknowledged that as
such _____, he signed and delivered the said instrument pursuant to due authority, as his
free and voluntary act, and as the free and voluntary act and deeds of said company, for the
uses and purposes therein set forth;

GIVEN under my hand and notarial seal this 22 day of January, 2003.

Abigail Valdez
Notary Public

My Commission Expires:
02-27-06



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JFMC FACILITIES CORPORATION, an Illinois not-for-profit corporation

By: JFMC Facilities Corporation
Name: Richard Gordon Katz *Richard Gordon Katz*
Its: Executive Director

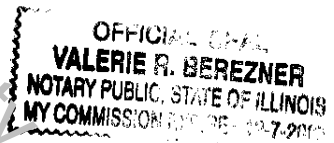
STATE OF ILLINOIS)
COUNTY OF COOK _____) SS.

I, *Valerie Berzner*, a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Richard Gordon Katz, personally known to me to be the Executive Director of JFMC Facilities Corporation, an Illinois not-for-profit corporation, is the same person whose name is subscribed to the foregoing instrument as such officer of said corporation, appeared before me this day in person and acknowledged that as such officer, he signed and delivered the said instrument pursuant to due authority, as his free and voluntary acts, and as the free and voluntary acts and deeds of said corporation, for the uses and purposes therein set forth;

GIVEN under my hand and notarial seal this 26 day of March, 2003.

Valerie R. Berzner
Notary Public

My Commission Expires: 12-7-05



Notary Public, Cook County Clerk's Office

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255 REVERE DRIVE LIMITED PARTNERSHIP, an Illinois limited partnership

By: 255 Revere Drive Limited Partnership
Name: Richard Gordon Katz *Richard Gordon Katz*
Its: Executive Director of the General Partner

STATE OF ILLINOIS _____)
COUNTY OF COOK _____) SS.

I, *Valerie Berzner*, a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Richard Gordon Katz, personally known to me to be the Executive Director of the General Partner of 255 REVERE DRIVE LIMITED PARTNERSHIP, an Illinois limited partnership is the same person whose name is subscribed to the foregoing instrument as such officer of said corporation, appeared before me this day in person and acknowledged that as such officer he/she signed and delivered the said instrument pursuant to due authority, as his/her free and voluntary acts, and as the free and voluntary acts and deeds of said corporation and said partnership, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 26 day of March, 2003.

Valerie R Berzner
Notary Public

My Commission Expires: 12-7-05



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LASALLE BANK NATIONAL ASSOCIATION, not personally, but solely as Successor Trustee to **AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO**, not personally, but solely as Trustee under Trust Agreement dated November 12, 1997 and known as Trust Number 123541-06

By: NORTH SHORE BUILDING VENTURES
Name: HOWARD R. BENDITZSON
Its: PARTNER

ATTEST:

By: NORTH SHORE BUILDING VENTURES
Name: PHILIP ZEIDMAN
Its: PARTNER

STATE OF ILLINOIS

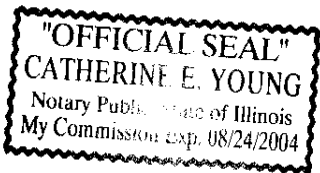
COUNTY OF Cook) SS.

I, Catherine E. Young, a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Howard R. Benditzson and Philip Zeidman, personally known to me to be the Partners and Partner of LaSalle Bank National Association, as Successor Trustee, are the same persons whose names are subscribed to the foregoing instrument as such officers of said Bank, appeared before me this day in person and acknowledged that as such officers they signed and delivered the said instrument pursuant to due authority, as their free and voluntary acts, and as the free and voluntary acts and deeds of said Bank, for the uses and purposes therein set forth;

GIVEN under my hand and notarial seal this 7th day of February, 2003.

Catherine E. Young
Notary Public

My Commission Expires:



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LASALLE BANK NATIONAL ASSOCIATION, Successor Trustee to LaSalle National Trust N.A., Successor Trustee to LaSalle National Bank, not personally but solely as Trustee under Trust Agreement dated August 8, 1983 and known as Trust Number 106784

By: 125 REVOLVED
Name: ROBERT FRIEDMAN
Its: PARTNER

ATTEST:

By: Robert L. Friedman
Name: ROBERT L. FRIEDMAN
Its: PARTNER

STATE OF ILLINOIS)
COUNTY OF COOK) SS.

I, Valerie Berzner, a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Robert L. Friedman and Rev personally known to me to be the PARTNER and of LaSalle Bank National Association, as Successor Trustee, are the same persons whose names are subscribed to the foregoing instrument as such officers of said Bank, appeared before me this day in person and acknowledged that as such officers they signed and delivered the said instrument pursuant to due authority, as their free and voluntary acts, and as the free and voluntary acts and deeds of said Bank, for the uses and purposes therein set forth;

GIVEN under my hand and notarial seal this 26 day of March, 2003.

Valerie R. Berzner
Notary Public

My Commission Expires: 12-7-05



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IPERS ONE NORTHBROOK PLACE, INC.,
a Delaware Corporation

By: RREEF Management Company, a
Delaware Corporation, its Property
Manager

By: Kelly Miller
Name: Kelly Miller
Its: General Manager

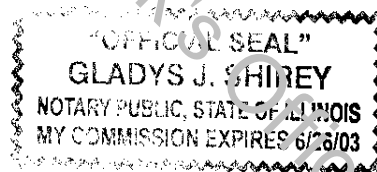
STATE OF ILLINOIS)
COUNTY OF DeKalb) SS.

I, Gladys J. Shirey, a notary public in and for said County, in the State
aforesaid, DO HEREBY CERTIFY that Kelly Miller, personally known to me to
be the General Manager of RREEF Management Company, a Delaware corporation and
the Property Manager of IPERS One Northbrook Place, Inc., a Delaware corporation is the
same person whose name is subscribed to the foregoing instrument as such officer of said
corporation, appeared before me this day in person and acknowledged that as such officer
he/she signed and delivered the said instrument pursuant to due authority, as his/her free and
voluntary acts, and as the free and voluntary acts and deeds of each said corporation, for the
uses and purposes therein set forth;

GIVEN under my hand and notarial seal this 6th day of January, 2003.

Gladys J. Shirey
Notary Public

My Commission Expires: 6/26/03



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EXHIBIT A-1

LOT 9 IN NORTHBROOK COURT OFFICE PLAZA, BEING A SUBDIVISION OF THE PART OF THE NORTHWEST 1/4 OF SECTION 2, TOWNSHIP 42 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

COMMONLY KNOWN AS 60 REVERE DRIVE, NORTHBROOK, ILLINOIS.

P.I.N.: 04-02-100-021

Property of Cook County Clerk's Office

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EXHIBIT A-2

PARCEL 1

LOTS 1, 2, 3 AND 4 IN REVERE'S RESUBDIVISION OF LOT 1 IN NORTHBROOK COURT OFFICE PLAZA BEING A SUBDIVISION OF PART OF THE NORTHWEST 1/4 OF SECTION 2, TOWNSHIP 42 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 2

LOTS 2 THROUGH 10 INCLUSIVE IN NORTHBROOK COURT OFFICE PLAZA, A SUBDIVISION OF PART OF THE NORTHWEST 1/4 OF SECTION 2, TOWNSHIP 42 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

LOT 10 IS THE RETENTION BASIN AND PART OF COMMON AREA.

COMMONLY KNOWN AS: NORTHBROOK COURT OFFICE PLAZA, NORTHBROOK, ILLINOIS 60062

P.R.E.I. Nos.: 04-02-100-021-0000
04-02-101-015-0000
04-02-101-016-0000
04-02-101-017-0000
04-02-101-018-0000
04-02-101-019-0000
04-02-101-020-0000
04-02-101-021-0000
04-02-109-013-0000
04-02-109-019-0000