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50.00 MU

LPR310/07/03:01:6146:
S051L S000400 FILED 202

Form LP 202
(Rev. July 2003)

Filing Fee \$50

SUBMIT IN DUPLICATE!



Doc#: **0333847293**
Eugene "Gene" Moore Fee: \$32.00
Cook County Recorder of Deeds
Date: 12/04/2003 02:37 PM Pg: 1 of 5

Return to: Department of
Business Services
Limited Partnership Section
Room 357, Howlett Building
Springfield, IL 62756
Telephone: (217) 785-8960
<http://www.uscs.net>

All correspondence regard-
ing 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 OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
(Illinois limited partnership)
(Please type or print clearly)

1. Limited partnership's name: Damen Court Associates Limited Partnership
2. File number assigned by the Secretary of State: S000400
3. Federal Employer Identification Number (F.E.I.N.): 36-3071816
4. The certificate of limited partnership is amended as follows:
(Check **all** applicable changes here and specify them in item 5.)
(Address changes, P.O. Box alone is unacceptable)
 - a) Admission of a new general partner (give name and business address in item 5 on reverse).
 - b) Withdrawal of a general partner (give name in item 5 on reverse).
 - c) Change of registered agent and/or registered agent's office (give new name and address, **including county** on item 5 on reverse).
 - d) Change in the address of the office at which the records required by Section 201 of the Act are kept (give new address in item 5 on reverse).
 - e) Change in the general partners name and/or business address (give name and new address in item 5 on reverse).
 - f) Change in the partners' total aggregate contribution amount (give new dollar amount in item 5 on reverse).
 - g) Change in limited partnership's name (give new name in item 5 on reverse).
 - h) Change in date of dissolution (give new date in item 5 on reverse).
 - i) Other (give information in item 5 on reverse).

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5. Place Item #4 changes here:

Transfer of a Limited Partner interest to another Limited Partner

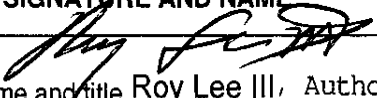
•SEE ATTACHED

If additional space is needed for item 4, it must be continued in the same format on a plain white 8 1/2 x 11 sheet, which must be stapled to this form.

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

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

The original certificate of amendment must be signed by a general partner, all new general partners and at least one withdrawing general partner.

SIGNATURE AND NAME	BUSINESS ADDRESS
1. Signature <u></u>	Number/Street <u>1201 Third Ave., Ste 5400</u>
Type or print name and title <u>Roy Lee III, Authorized Security Properties-'79ll Agent</u>	City/town <u>Seattle</u>
Name of General Partner if a corporation or other entity _____ (must be in good standing)	State <u>WA</u> ZIP Code <u>98101</u>
2. Signature _____	Number/Street _____
Type or print name and title _____	City/town _____
Name of General Partner if a corporation or other entity _____ (must be in good standing)	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.)

DO NOT SEND CASH!

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AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP AND SECOND AMENDED LIMITED PARTNERSHIP AGREEMENT OF DAMEN COURT ASSOCIATES

This Amendment ("Amendment") to the Amended and Restated Certificate of Limited Partnership, as amended, and the Second Amended Limited Partnership Agreement, as amended, of Damen Court Associates, an Illinois limited partnership (the "Partnership"), is made, executed, and effective as of September 1, 2003, by the undersigned general partners and limited partners of the Partnership.

WITNESSETH:

WHEREAS, the Partnership was formed under the laws of the State of Illinois pursuant to a Certificate and Limited Partnership Agreement (together the "Original Certificate and Agreement") filed with the proper authorities; and

WHEREAS, the Original Certificate and Agreement have been amended from time to time; and

WHEREAS, pursuant to the provisions of the Revised Uniform Limited Partnership Act of the aforementioned State and the terms of the Original Certificate and Agreement, as amended, the partners of the Partnership hereby desire to continue the existence of the Partnership and to further amend the Original Certificate and Agreement, as amended, as set forth herein.

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, desiring to be legally bound, hereby agree to amend the Original Certificate and Agreement, as amended, as follows:

1. Transfer of Limited Partner Capital Interest. Effective as of the date hereof, Security Properties-'79-II ("Assignor Limited Partner") hereby assigns and conveys all of its right, title and interest in its thirty one percent (31%) Capital Interest (as defined in the Original Certificate and Agreement, as amended) in the Partnership held as a special limited partner ("Partnership Capital Interest") to SP Millennium L.L.C. ("Assignee Limited Partner") and withdraws from the Partnership as a limited partner. The partners of the Partnership hereby consent to the transfer of the Partnership Capital Interest by Assignor Limited Partner to Assignee Limited Partner. From and after said date, Assignee Limited Partner shall hold the Partnership Capital Interest as a limited partner of the Partnership. The listing of limited partners of the Partnership shall be hereby modified to reflect the aforementioned transfer.
2. Modification Only by Express Provisions. Except as specifically modified herein, the Original Certificate and Agreement, as amended, shall remain unchanged and in full force and effect.

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IN WITNESS WHEREOF, this Amendment to the Amended and Restated Certificate of Limited Partnership, as amended, and the Second Amended Limited Partnership Agreement, as amended, has been executed in one or more counterparts as of the date first set forth above.

ASSIGNOR LIMITED PARTNER:

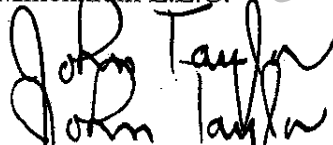
Security Properties-'79-II

By: 
Authorized Agent

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ASSIGNEE LIMITED PARTNER:

SP Millennium L.L.C.

By: 
Authorized Officer

ADMINISTRATIVE GENERAL PARTNER:

Security Properties-'79-II

By: 
Authorized Agent

DEVELOPER GENERAL PARTNER:

Wil-Freds Developments, Inc.

By: 
Authorized Officer

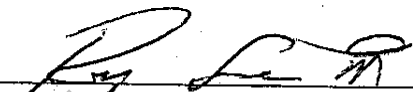
Walter Marshall

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IN WITNESS WHEREOF, this Amendment to the Amended and Restated Certificate of Limited Partnership, as amended, and the Second Amended Limited Partnership Agreement, as amended, has been executed in one or more counterparts as of the date first set forth above.

ASSIGNOR LIMITED PARTNER:


Security Properties-'79-II

By: 
Authorized Agent

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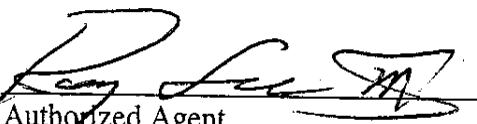
ASSIGNEE LIMITED PARTNER:

SP Millennium L.L.C.

By: 
Authorized Officer

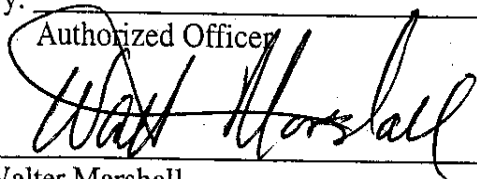
ADMINISTRATIVE GENERAL PARTNER:

Security Properties-'79-II

By: 
Authorized Agent

DEVELOPER GENERAL PARTNER:

Wil-Freds Developments, Inc.

By: 
Authorized Officer
Walter Marshall