

UNOFFICIAL COPY



1 of 2 03-79444

Doc#: 0402719068
Eugene "Gene" Moore Fee: \$74.50
Cook County Recorder of Deeds
Date: 01/27/2004 11:41 AM Pg: 1 of 9

MEMORANDUM OF CONVERSION

GSP I CORPORATION, an Oregon corporation (the "**Company**") is the owner of certain property located at 1900 Lake Street in Glenview, Cook County, Illinois, as further described on **Exhibit A** attached hereto and made a part hereof.

Pursuant to the Plan of Conversion, dated as of January 22, 2004, the Company converted to an Oregon limited liability company known as **GSP I, LLC**.

Attached hereto as **Exhibit B** is a copy of the Articles of Conversion, dated as of January 22, 2004, filed with the Secretary of State of the State of Oregon on January 22, 2004.

Executed as of the 22 day of January, 2004.

GSP I, LLC,
an Oregon limited liability company

By: Dana Commercial Credit Corporation,
a Delaware corporation,
its sole member

By: [Signature]
Name: James J. Vigneau
Title: Vice President

STATE OF OHIO)
COUNTY OF LUCAS)

) SS.

REAL ESTATE TRANSFER TAX	0515325	FP326670
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0000121580

COOK COUNTY
REAL ESTATE TRANSACTION TAX

JAN. 27. 04

REVENUE STAMP

COUNTY TAX

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that James J. Vigneau, the Vice President of Dana Commercial Credit Corporation, the sole member of GSP I, LLC, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Vice President and, appeared before me this day in person and acknowledged that s/he signed and delivered the said instrument as her/his own free and voluntary act and as the free and voluntary act of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 21st day of January, 2004.

[Signature]
Notary Public
(Seal)

LORI A. COON
Notary Public, State of Ohio

My Commission Expires: **My Commission Expires 10-15-08**

PREPARED BY:

MICHAEL J. MCKEEVER
C/O FIRCHER, NICHOLS, & MEERS
900 N. MICHIGAN AVE. #1050
CHGO, IL 60611

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Exhibit A

LAWYERS TITLE INSURANCE CORPORATION

SCHEDULE A CONTINUED

LEGAL DESCRIPTION:

PARCEL 1:

That part of Lot B in Tall Trees Unit Two, being a subdivision in the South West quarter of Section 26, Township 42 North, Range 12 East of the Third Principal Meridian, recorded as Document Number 18411378 in the Recorder's Office of Cook County, Illinois, together with that part of Sub-Lots 2, 3 and 4 taken as one tract, in Partition, according to the Will of Judith Reed, of Lot 3 in William Reed's Subdivision, recorded as Document Number 2698091, of part of the South half of Sections 26 and 27, Township and Range aforesaid, lying Southerly of and adjoining a line drawn from a point on the Southwesterly line of the aforesaid Sub-Lot 4, said point being 1124.595 feet Southeasterly of the Northwesterly corner of Sub-Lot 6 in the aforesaid Partition (as measured along the Southwesterly line of Sub-Lots 4, 5 and 6 in said Partition) to a point on the Westerly line of Block 10 in the aforesaid Tall Trees Unit Two Subdivision, said point being 299.95 feet Northwesterly of the Southwesterly corner of Lot 16 in said Block 10 (as measured along the Westerly line thereof), excepting from the above described parcel of land that part of said Sub-Lots 2 and 3 taken for the aforesaid Tall Trees Unit Two Subdivision and also excepting from the aforesaid Sub-Lots 3 and 4 that part thereof taken for East Lake Avenue as shown on plat of survey Document Number 20433449, being that part of said Sub-Lots 3 and 4 lying Southerly of and adjoining a line drawn from a point on the Southwesterly line of said Sub-Lot 4, said point being 122.96 feet North of the Westerly extension of the South line of said Sub-Lot 4 (as measured perpendicularly to said Westerly extension) to a point on the East line of the aforesaid Sub-Lot 3, said point being 72.00 feet North of the South East corner of said Sub-Lot 3 (as measured along the East line thereof) all in Cook County, Illinois.

ALSO,

PARCEL 2:

That part of Sub-Lots 1, 2, 4, 5 and 6 (except the North 330 feet of said Sub-Lot 6, as measured along the East line thereof), taken as one tract, in Partition, according to the Will of Judith Reed, of Lot 3 in William Reed's Subdivision, recorded as Document Number 2698091, of part of the South half of Sections 26 and 27, Township 42 North, Range 12 East of the Third Principal Meridian, lying Northerly of and adjoining a line drawn from a point on the Southwesterly line of the aforesaid Sub-Lot 4, said point being 1124.595 feet Southeasterly of the Northwesterly corner of Sub-Lot 6 in the aforesaid Partition (as measured along the Southwesterly line of Sub-Lots 4, 5 and 6 in said Partition) to a point on the Westerly line of Block 10 in Tall Trees Unit Two, being a subdivision in the South West quarter of Section 26, Township and Range aforesaid, said point being 299.95 feet Northwesterly of the Southwesterly corner of Lot 16 in said Block 10 (as measured along the Westerly line thereof), excepting from the above described tract of land that part of said Sub-Lots 1 and 2 taken for Tall Trees Unit Two aforesaid and Tall Trees Unit Three, being a subdivision in said South West quarter, all in Cook County, Illinois.

TAT #> 04-26-306-004 04-26-300-031, 032, 033
 ADDRESS: 1900 EAST LAKE AVENUE, GLENVIEW

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EXHIBIT B



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Registry Number: 206220-80
Type: DOMESTIC LIMITED LIABILITY COMPANY

Phone:(503)986-2200
Fax:(503)378-4381
www.sos.state.or.us/corporation/corphp.htm

GSP I, LLC
ATTN: ANNUAL REPORT
PO BOX 931
TOLEDO OH 43697-0931

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document

ARTICLES OF CONVERSION

Filed On
01/22/2004

Jurisdiction
OREGON

Name
GSP I, LLC

Principal Place of Business
825 NE MULTNOMAH #775
PORTLAND OR 97232

Registered Agent
C T CORPORATION SYSTEM
388 STATE ST STE 420
SALEM OR 97301-3581

Mailing Address
ATTN: ANNUAL REPORT
PO BOX 931
TOLEDO OH 43697-0931

Member
DANA COMMERCIAL CREDIT CORPORATION
1480 FORD ST
MAUMEE OH 43537

CATSTA
ACK
01/22/2004

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Phone: (503) 988-2200
Fax: (503) 378-4381

Articles of Conversion—Business Entities

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327
FilingInOregon.com

FILED

JAN 22 2004

**OREGON
SECRETARY OF STATE**
For office use only

REGISTRY NUMBER: 206220-80

In keeping with Oregon Statute 192.410-192.595, the information on the application is public record. We must release this information to all parties upon request and it may be posted on our website.

Please Type or Print Legibly in Black Ink.

1) NAME AND TYPE OF BUSINESS ENTITY PRIOR TO CONVERSION

GSP I Corporation, an Oregon corporation

2) NAME AND TYPE OF BUSINESS ENTITY AFTER CONVERSION

GSP I, LLC, an Oregon limited liability company

3) A COPY OF THE PLAN OF CONVERSION IS ATTACHED.

4) PROVIDE ADDITIONAL INFORMATION REQUIRED FOR NEW ENTITY TYPE

See Plan of Conversion and attached Exhibit A thereto

5) EXECUTION

Printed Name

Signature

Title

James J. Vigneau

Vice President

6) CONTACT NAME (To resolve questions with this filing.)

DAYTIME PHONE NUMBER (Include area code.)

Katherine A. McAvoy

312-558-6226

FEES

Required Processing Fee \$20

Processing fees are nonrefundable.

Please make payments payable to "Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

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CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, **BILL BRADBURY**, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached copy of the
**Articles of
Conversion**
filed on
January 22, 2004
for
GSP CORPORATION
an Oregon Business Corporation
converting to an
Oregon Limited Liability Company
and changing its name to
GSP I, LLC
is a true copy of the original document
that has been filed with this office.

In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

BILL BRADBURY, Secretary of State



By Marilyn R. Smith
Marilyn R. Smith
January 22, 2004

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Phone: (503) 886-2200
Fax: (503) 378-4381

Articles of Conversion—Business Entities

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327
FilingInOregon.com

FILED
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OREGON
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2) **NAME AND TYPE OF BUSINESS ENTITY AFTER CONVERSION**

GSP I, LLC, an Oregon limited liability company

3) **A COPY OF THE PLAN OF CONVERSION IS ATTACHED.**

4) **PROVIDE ADDITIONAL INFORMATION REQUIRED FOR NEW ENTITY TYPE**

See Plan of Conversion and attached Exhibit A thereto

5) **EXECUTION**
Printed Name

James J. Vigneau

Signature

Title

Vice President

6) **CONTACT NAME (To resolve questions with this filing.)**

Katherine A. McAvoy

DAYTIME PHONE NUMBER (Include area code.)

312-558-6226

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Processing Fees are nonrefundable.
Please make check payable to "Corporation Division."

NOTE:
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Handwritten initials and number: 1-32-0

VOID IF ALTERED OR ERASED

VOID WHEN ALTERED OR ERASED

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PLAN OF CONVERSION
GSP I Corporation, an Oregon Corporation
Into
GSP I, LLC, an Oregon Limited Liability Company

1. The name and type of the business entity prior to conversion is GSP I Corporation, an Oregon corporation (the "Corporation").
2. The name and type of the business entity after conversion is GSP I, LLC, an Oregon limited liability company (the "LLC").
3. The Corporation shall be converted into the LLC (the "Conversion") effective upon the filing with the Secretary of State of Oregon of Articles of Conversion. The Conversion shall occur in accordance with the applicable provisions of ORS Chapter 60 governing Oregon business corporations and ORS Chapter 63 governing Oregon limited liability companies.
4. The sole shareholder of the Corporation will be the sole member of the LLC and in the conversion the outstanding shares of common stock of the Corporation will be converted into a 100% membership interest in the LLC. The LLC will be member-managed by the sole member.
5. Effective upon the Conversion, the LLC will be governed by the Articles of Conversion filed with the Secretary of State of Oregon, including the provisions of Exhibit A to this Plan of Conversion, and the Operating Agreement of the LLC executed and delivered by the sole member of the LLC effective upon the Conversion. The name and address of such sole member of the LLC are:

Dana Commercial Credit Corporation
1480 Ford Street
Maumee, OH 43537

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Exhibit A

ARTICLE I

The name of the limited liability company (the "Company") is GSP I, LLC.

ARTICLE II

The Company shall have perpetual existence.

ARTICLE III

The name of the registered agent is CT Corporation and the address of the registered office is 388 State Street, Suite 420, Salem, Oregon 97301.

ARTICLE IV

The address where the Division may mail notices is 1801 Richards Road, Toledo, Ohio 43607.

ARTICLE V

The Company shall be member-managed.

VOID IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

Property of Cook County Clerk's Office

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Property of Cook County Clerk's Office



RETURN TO:

JULIE STATER-GARITY
C/O LANDAMERICA
10 S. LA SALLE #2500
CHICAGO, IL 60603