



DO NOT STAPLE

Doc#: 0606149082 Fee: \$50.00  
Eugene "Gene" Moore  
Cook County Recorder of Deeds  
Date: 03/02/2006 10:22 AM Pg: 1 of 14



LP0098455

## Form LP 202 January 2005

### Filing Fee: \$50

Submit in duplicate. 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. Please do not send cash.

Department of Business Services  
Limited Partnership Division  
357 Howlett Building  
Springfield, IL 62756  
217-785-8960  
www.cberdriveillinois.com

Correspondence regarding this filing will be sent to the registered agent of the Limited Partnership unless a self-addressed, stamped envelope is included.

DAED

SEP 07 2005

DATE	9-7-05
FEE	50.00
SOSIL FILE NO.	S014894
FILED BY:	WAB

## Illinois Secretary of State Department of Business Services Certificate of Amendment to the Certificate of Limited Partnership (Illinois Limited Partnership or LLLP)

Please type or print clearly.

- Limited Partnership Name: Apartment Investors V Limited Partnership
- File Number assigned by Secretary of State: S014894
- Federal Employer Identification Number (F.E.I.N.): 36-4260993
- The Certificate of Limited Partnership is amended as follows:  
(Check applicable changes and specify in item 5. For address changes, F.O. Box alone is unacceptable.)
  - a) Admission of a new General Partner (give name and business address in item 5)
  - b) Withdrawal of a General Partner (give name in item 5)
  - c) Change of Registered Agent and/or Registered Agent's office (give new name and address, including county in item 5)
  - d) Change in address of office at which the records required by Section 201 of the Act are kept (give new address in item 5)
  - e) Change in General Partner's name and/or business address (give new name and address in item 5)
  - f) Change in Partner's total aggregate contribution amount (give new dollar amount in item 5)
  - g) Change in Limited Partnership's name (give new name in item 5)
  - h) Change in Date of Dissolution (give new date in item 5)
  - i) Other (give information in item 5)
  - j) Dissociation of General Partner (only for Limited Partnerships registered in 2005 and later; give name in item 5)
- Item #4 changes (For additional space, continue on next page.):
  - g) Change in Limited Partnership's name to:

MSL Limited Partnership

# UNOFFICIAL COPY

S014894

Form LP 201  
(Rev. Jan. 1995)

Filing Fee \$75

SUBMIT IN DUPLICATE!

File #

Assigned by  
Secretary of State

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.

GEORGE H. RYAN  
SECRETARY OF STATE  
STATE OF ILLINOIS

## CERTIFICATE OF LIMITED PARTNERSHIP (Illinois limited partnership)

LPR201/11/99:01:4771: 75.00 0X01  
S05IL S014894 FILED 201

- Limited partnership's name: Apartment Investors V Limited Partnership
- The address, including county, of the office at which the records required by Section 104 are to be kept is: (P.O. Box alone and c/o are unacceptable) 931 N. Plum Grove Road, Schaumburg, IL 60173  
Cook County
- Federal Employer Identification Number (F.E.I.N.): Applied For S 36A26 0993
- This certificate of limited partnership is effective on: (Check one)  
a)  the filing date, or b)  another date later than but not more than 60 days subsequent to the filing date: \_\_\_\_\_  
(month, day, year)
- The limited partnership's registered agent's name and registered office address is: 02905  
Registered agent: Ginali Associates, P.C.  
First name Middle name Last name  
Registered Office: 931 N. Plum Grove Road  
(P.O. Box alone and c/o are unacceptable) Number Street Suite #  
Schaumburg Cook Illinois 60173  
City County Zip Code
- The limited partnership's purpose(s) is: to purchase, operate and sell residential multifamily real estate.

IRS Business Code Number is: 6511

7. Dissolution date is:  Perpetual or December 31, 2040  
(month, day, year)

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Form LP 202  
(Rev. Jan. 1999)

Filing Fee \$25

SUBMIT IN DUPLICATE!

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

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: APARTMENT INVESTORS V LIMITED PARTNERSHIP
2. File number assigned by the Secretary of State: S014894
3. Federal Employer Identification Number (F.E.I.N.): 36-4260993
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 and c/o are 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, including county, 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).

LPR301/04/01:01:4482: 25.00 CKD1  
SOSIL S014894 FILED 202

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Form LP 202  
(Rev. Jan. 1999)

5. Place Item #4 changes here:

\* See Attached

LPR301/04/01:01:4482:  
SOSIL S014894 FILED 202

25.00 CKO

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 \_\_\_\_\_

Number/Street 931 N. Plum Grove Road

Type or print name and title Lawrence B. Irwin  
as President

City/town Schaumburg

Name of General Partner if a corporation or

other entity APARTMENT REALTY CORPORATION

State IL ZIP Code 60173

*Under financial management  
Associates, Inc. (514-381-7)*

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.)

**DO NOT SEND CASH!**

**UNOFFICIAL COPY****ATTACHMENT TO CERTIFICATE OF AMENDMENT**

The Certificate of Limited Partnership is hereby amended to reflect the Partnership shall be a single purpose entity. Accordingly the Partnership has not and will not:

- (a) engage in any business or activity other than the acquisition, ownership, operation and maintenance of the Property, and activities incidental thereto;
- (b) acquire or own any material asset other than (i) the Property, and (ii) such incidental Personal Property as may be necessary for the operation of the Property;
- (c) merge into or consolidate with any person or entity or dissolve, terminate or liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure, without in each case Lender's consent;
- (d) fail to preserve its existence as an entity duly organized, validly existing and in good standing under the laws of the state of Illinois;
- (e) own any subsidiary or make any investment in or acquire the obligations or securities of any other Principal or person or entity without the consent of the Lender.
- (f) commingle its assets with the assets of any of its principal(s), affiliates, or of any other person or entity;
- (g) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), except in the ordinary course of its business of owning and operating the Partnership Property, provided that such debt is evidenced by a note and is paid when due;
- (h) fail to pay its debts and liabilities from its own assets;
- (i) fail to maintain its records, books of account and bank accounts separate and apart from those of the general partners, members, principals and affiliates of the Partnership, the affiliates of a general partner or member of the Partnership and any other person or entity;
- (j) enter into any contract or agreement with any general partner, member, principal or affiliate of the Partnership, any guarantor or Indemnitor of the Partnership, or any general partner, member, principal or affiliate thereof, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than any general partner, member, principal or affiliate of the Partnership, Guarantor or Indemnitor, or any general partner member, principal or affiliate thereof;
- (k) seek the dissolution or winding up in whole, or in part, of the Partnership;

LPR301/04/01:01:4482: 25.00 CK01  
 SOSIL 5014834 FILED 202

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- (l) fail to correct any known misunderstandings regarding the separate identity of the Partnership;
- (m) hold itself out to be responsible (or pledge its assets or security) for the debts of another person;
- (n) make any loans or advances to any third party, including any general partner member, principal or affiliate of the Partnership or any general partner member, principal or affiliate thereof;
- (o) fail to file its own tax returns or to use stationary, invoices and checks;
- (p) agree to, enter into or consummate any transaction which would render the Partnership unable to furnish certification;
- (q) fail either to hold itself out to the public as a legal entity separate and distinct from any other entity or person or to conduct its business solely on its own name in order not (i) to mislead others as to the identity with which such other party is transacting business, or (ii) to suggest that the Partnership is responsible for the debts of any third party (including any general partner member, principal or affiliate of the Partnership or any general partner member, principal or affiliate thereof);
- (r) fail to allocate fairly and reasonably among the Partnership and any third party (including, without limitation, Guarantor) any overhead for shared office space;
- (s) fail to pay the salaries of its own employees and maintain a sufficient number of employees for its contemplated business operations;
- (t) fail to maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business obligations;
- (u) file or consent to the filing of any petition, either voluntary or involuntary, to take advantage of any applicable insolvency, bankruptcy, liquidation, or reorganization statute, or make any assignment for the benefit of creditors;
- (v) share any common logo with or hold itself out as or be considered as a department or division of (i) any general partner, member, principal or affiliate of the Partnership, (ii) any affiliate of a general partner of the Partnership or (iii) or any other person or entity.

LPR301/08/01:01:4482:  
SOSIL 08/01/08 4894 FILED

202

25.00 OK01

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LPR304/05/01:01:9232: 25.00 DK01  
 SOSIL 5014894 FILED 202

**Form LP 202**  
(Rev. May 2000)

Filing Fee \$25

**SUBMIT IN DUPLICATE!**

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

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: Apartment Investors V Limited Partnership
2. File number assigned by the Secretary of State: S014894
3. Federal Employer Identification Number (F.E.I.N.): 36-4260993
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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Form LP 202  
(Rev. May 2000)

LPR304/05/01:01:9232: 25.00 CK01  
SOSIL S014894 FILED 202

5. Place Item #4 changes here:

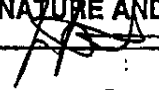
Lawrence B. Irwin  
931 N. Plum Grove Rd.  
Schaumburg, IL 60173  
Cook County

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>931 N. Plum Grove Rd.</u>
Type or print name and title <u>Lawrence B. Irwin</u>	City/town <u>Schaumburg</u>
<u>President</u>	
Name of General Partner if a corporation or other entity <u>Burton Financial Management Associates, Inc.</u> (must be in good standing)	State <u>Illinois</u> ZIP Code <u>60173</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.)



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## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

06/14/05



LP0088358

FILE: S014894

LAWRENCE B IRWIN  
931 N PLUM GROVE ROAD  
SCHAUMBURG, IL. 60173

RE APARTMENT INVESTORS V LIMITED PARTNERSHIP

DEAR SIR OR MADAM :

ENCLOSED PLEASE FIND A COPY OF THE CERTIFICATE OF AMENDMENT  
OF THE CERTIFICATE OF LIMITED PARTNERSHIP FILED WITH THIS OFFICE.

THE REQUIRED FILING FEE HAS BEEN RECEIVED AND CREDITED.

THE ENCLOSED CERTIFICATE MUST BE RECORDED IN THE OFFICE OF THE  
COUNTY RECORDER WHERE THE REGISTERED AGENT'S OFFICE OF THIS LIMITED  
PARTNERSHIP IS LOCATED, ONLY IF THE SECRETARY OF STATE'S ASSIGNED FILE  
NUMBER IS BELOW 22000. THIS FILE NUMBER IS LOCATED IN THE UPPER RIGHT  
CORNER ON THIS LETTER.

SINCERELY YOURS,

JESSE WHITE  
SECRETARY OF STATE  
BUSINESS SERVICES DEPARTMENT  
LIMITED PARTNERSHIP DIVISION  
#(217) 785-8960

**UNOFFICIAL COPY****DO NOT STAPLE**

150,000,001  
 CBR406/14/05:01:9438:  
 SOSIL S014894 FILED 202

**Form LP 202**  
**January 2005**


LP0088359

**Filing Fee: \$50**

Submit in duplicate. 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.

**Please do not send cash.**

Department of Business Services  
 Limited Partnership Division  
 357 Howlett Building  
 Springfield, IL 62756  
 217-795-8960  
 www.sos.state.il.us

Correspondence regarding this filing will be sent to the registered agent of the Limited Partnership unless a self-addressed, stamped envelope is included.

**Illinois Secretary of State**  
**Department of Business Services**  
**Certificate of Amendment to the**  
**Certificate of Limited Partnership**  
**(Illinois Limited Partnership or LLLP)**

**Please type or print clearly.**

1. Limited Partnership Name: Apartment Investors V Limited Partnership
2. File Number assigned by Secretary of State: S014894
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 (Check applicable changes and specify in item 5. For address changes, P.O. Box alone is unacceptable.)
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  - g) Change in Limited Partnership's name (give new name in item 5)
  - h) Change in Date of Dissolution (give new date in item 5)
  - i) Other (give information in item 5)
  - j) Dissociation of General Partner (give name in item 5)
5. Item #4 changes (For additional space, continue on next page.):
 

a) Admission of a New General Partner: Apartment Realty Corporation 931 North Plum Grove Road Schaumburg, IL 60173	b) Withdrawal of a General Partner: Burton Financial Management Associates, Inc. 931 North Plum Grove Road Schaumburg, IL 60173
---	--





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Property of Cook County Clerk's Office

STATE OF ILLINOIS  
CLERK OF THE COURT  
COUNTY OF COOK  
14



2/24/2006  
[Signature]