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Doc# 2005016079 Fee \$88.00

RHSP FEE:\$9.00 RPRF FEE: \$1.00

EDWARD M. MOODY

COOK COUNTY RECORDER OF DEEDS

DATE: 02/19/2020 12:09 PM PG: 1 OF 10

SPACE ABOVE RESERVED FOR RECORDER

This instrument prepared by
and when recorded, return to:

Kilpatrick Townsend & Stockton LLP
2001 Ross Avenue, Suite 4400
Dallas, TX 75201
Attn: CFRE (JLG)

Reference:

Memorandum of Lease dated 11/10/71 and
recorded on 12/16/71 as Document #21750074,
in the Official Records of Cook County, IL

DECLARATION AND NOTICE REGARDING CONVERSION TO DELAWARE LIMITED LIABILITY COMPANY

[J. C. Penney Properties, Inc.]

Effective on December 31, 2019 at 11:59 p.m. Eastern Time (the "Effective Date & Time"), **J. C. PENNEY PROPERTIES, INC.**, a Delaware corporation (the "Pre-Conversion Entity"), was converted to a Delaware limited liability company pursuant to Section 18-214 of the Limited Liability Company Act of the State of Delaware (the "Conversion"), and the name of the as-converted entity from and after the Effective Date & Time is **J. C. PENNEY PROPERTIES, LLC** (the "Post-Conversion Entity"), a Delaware limited liability company. As of the Effective Date & Time, (i) the address of the registered office of the Post-Conversion Entity in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801 and (ii) the name of its registered agent at such address is The Corporation Trust Company, it being acknowledged that such address and agent may be changed from time to time, which change is to be reflected in the records of the Secretary of State of the State of Delaware.

The Post-Conversion Entity hereby declares and confirms as follows:

1. Delaware Filings.

(a) Attached hereto as Schedule 1 is a true and correct certified copy of the Certificate of Conversion of the Pre-Conversion Entity to a Limited Liability Company, as filed with the Secretary of State of the State of Delaware with respect to the

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Conversion.

(b) Attached hereto as Schedule 2 is a true and correct certified copy of the Certificate of Formation of the Post-Conversion Entity, as filed with the Secretary of State of the State of Delaware with respect to the Conversion and the formation of the Post-Conversion Entity.

2. Constructive Notice; Effect of the Conversion on Property of the Pre-Conversion Entity and Creditors and Liens upon any Property of the Pre-Conversion Entity.

(a) This Declaration and Notice and the attachments hereto are hereby submitted for recording for the limited purpose of providing constructive notice of the Conversion, including, without limitation, that the effect of the Conversion, upon the Effective Date & Time, with respect to all property, real, personal and mixed, and all debts due to the Pre-Conversion Entity and the rights of creditors and all liens upon any property of the Pre-Conversion Entity is, and shall be, governed and determined by Section 18-214 of the Limited Liability Company Act of the State of Delaware (including, without limitation, the terms and provisions of subpart (f) of said Section 18-214), the terms and provisions of other applicable law, and the terms and provisions of any agreements entered into by and between the Pre-Conversion Entity and the Post-Conversion Entity in connection with the Conversion (collectively, the "Conversion Legal Requirements and Agreements").

(b) Solely for purposes of reference in connection with such constructive notice, and subject in all events to the Conversion Legal Requirements and Agreements, subpart (f) of said Section 18-214 provides, in part, that upon the Effective Date & Time, for all purposes of the laws of the State of Delaware, all property, real, personal and mixed, and all debts due to the Pre-Conversion Entity, as well as all other things and causes of action belonging to the Pre-Conversion Entity, shall remain vested in the Post-Conversion Entity (as the Delaware limited liability company to which the Pre-Conversion Entity has converted) and shall be the property of the Post-Conversion Entity, and the title to any real property vested by deed or otherwise in the Pre-Conversion Entity shall not revert or be in any way impaired by reason of the Conversion; but all rights of creditors and all liens upon any property of the Pre-Conversion Entity shall be preserved unimpaired, and all debts, liabilities and duties of the Pre-Conversion Entity shall remain attached to the Post-Conversion Entity, and may be enforced against it to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by it in its capacity as a Delaware limited liability company.

[remainder of page is blank; signature page follows]

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The undersigned Post-Conversion Entity has duly executed and acknowledged and delivered this instrument to be effective as of the Effective Date & Time.

J. C. PENNEY PROPERTIES, LLC, a Delaware limited liability company (as successor by conversion to J. C. Penney Properties, Inc., a Delaware corporation)

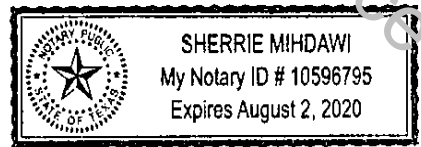
By: [Signature]
Name: Bradley Syverson
Title: Vice President

STATE OF TEXAS)
) SS.
COUNTY OF COLLIN

The foregoing instrument was acknowledged before me this 30th day of January, 2020, by Bradley Syverson, the Vice President of **J. C. PENNEY PROPERTIES, LLC**, a Delaware limited liability company (as successor by conversion to J. C. Penney Properties, Inc., a Delaware corporation), on behalf of the limited liability company. She or he is personally known to me.

[Signature]
Notary Public, State of Texas
Printed Name: Sherrie Mihdawi
My Commission expires on 8/2/20

[AFFIX NOTARIAL SEAL]



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SCHEDULE 1

CERTIFIED COPY OF THE CERTIFICATE OF CONVERSION OF J. C. PENNEY PROPERTIES, INC. TO A LIMITED LIABILITY COMPANY

[refer to attached]

Property of Cook County Clerk's Office
COOK COUNTY
RECORDER OF DEEDS

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "J. C. PENNEY PROPERTIES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "J. C. PENNEY PROPERTIES, INC." TO "J. C. PENNEY PROPERTIES, LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2019, AT 6:54 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2019 AT 11:59 O'CLOCK P.M.



589925 8100V
SR# 20198803440

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

Authentication: 204300650
Date: 12-26-19

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State of Delaware
Secretary of State
Division of Corporations
Delivered 06:54 PM 12/20/2019
FILED 06:54 PM 12/20/2019
SR 20198803440 - File Number 589925

CERTIFICATE OF CONVERSION

OF


J. C. PENNEY PROPERTIES, INC.

TO A LIMITED LIABILITY COMPANY

Pursuant to Section 18-214 of the Delaware Limited Liability Company Act:

1. The jurisdiction where the corporation was first formed is the State of Delaware.
2. The jurisdiction immediately prior to filing this Certificate of Conversion is the State of Delaware.
3. The date the corporation was first formed is October 24, 1962.
4. The name of the corporation immediately prior to filing this Certificate of Conversion is J. C. Penney Properties, Inc.
5. The name of the limited liability company as set forth in the Certificate of Formation is J. C. Penney Properties, L.L.C.
6. This Certificate of Conversion shall be effective on December 31, 2019 at 11:59 p.m. Eastern Time.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on the 20th day of December, 2019.

By: 
 Name: Jennifer Hipskind
 Title: President

2466927.1

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SCHEDULE 2

CERTIFIED COPY OF THE CERTIFICATE OF FORMATION OF J. C. PENNEY PROPERTIES, LLC

[refer to attached]

Property of Cook County Clerk's Office
COOK COUNTY
RECORDER OF DEEDS
COOK COUNTY
RECORDER OF DEEDS
Office

UNOFFICIAL COPY

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "J. C. PENNEY PROPERTIES, LLC" FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2019, AT 6:54 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2019 AT 11:59 O'CLOCK P.M.

Property of Cook County Clerk's Office



Jeffrey W. Bullock
 Jeffrey W. Bullock, Secretary of State

589925 8100V
 SR# 20198803440

Authentication: 204300650
 Date: 12-26-19

You may verify this certificate online at corp.delaware.gov/authver.shtml

UNOFFICIAL COPY

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:54 PM 12/20/2019
FILED 06:54 PM 12/20/2019
SR 20198803440 - File Number 589925

CERTIFICATE OF FORMATION

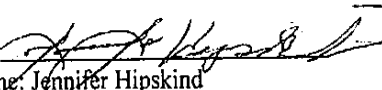
OF

J. C. PENNEY PROPERTIES, LLC

Pursuant to Section 18-201 of the Delaware Limited Liability Company Act:

1. The name of the limited liability company is J. C. Penney Properties, LLC.
2. The address of its registered office in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. This Certificate of Formation shall be effective on December 31, 2019 at 11:59 p.m. Eastern Time.

IN WITNESS WHEREOF, an authorized person has executed this Certificate of Formation on the 20th day of December, 2019.

By: 
Name: Jennifer Hipskind
Title: Authorized Person



Return Acknowledgement to:

Capitol Services, Inc.
PO Box 1831
Austin, TX 78767
800.345.4647

2466928.1.

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EXHIBIT A

Legal Description

Lot 4 in Owners Subdivision of the West 24.0 feet of the Northeast Fractional 1/4 of Section 11, Township 41 North, Range 12, East of the Third Principal Meridian and the East 1/2 of the Northwest Fractional 1/4 of said Section 11 and part of Lot 1 in Assessors Division of the Southwest 1/4 of said Section 11 and all of Lots 2, 3 and 4 in Assessors Division of the East 1/2 of the Southwest 1/4 and the West 1/2 of the Southeast 1/4 of said Section and of the South 6.19 acres of that part of the West 1/2 of said Southwest 1/4, East of the center line of Milwaukee Avenue, excepting therefrom the following: the North 175.00 feet as measured perpendicularly to the North line thereof; that part lying West of the center line of Greenwood Avenue; that part taken by the Department of Public Works and Buildings in Case 60S10942, also that part lying North and West of the following described lines: Commencing at a point on the Southwesterly line of said Lot 4, 575.00 feet Northwest of the Southwest corner thereof; thence Northeasterly along a line drawn perpendicularly to said Southwesterly line 80.0 feet; thence Southeasterly along a line drawn perpendicularly to the last described line, 25.0 feet; thence Northeasterly along a line drawn perpendicularly to the last described line, 29.414 feet to the point of intersection with a line 553.00 feet (measured perpendicularly) South of and parallel with the North line of said Lot 4; thence East along said line 553.00 feet South of and parallel, 443.766 feet to the point of intersection with a line drawn perpendicularly to said North line of Lot 4, through a point 792.91 feet (measured along the South line of the North 175.00 feet aforesaid) East of the center line of Greenwood Avenue; thence North along said perpendicular line 378.00 feet to a point on said South line, all in Cook County, Illinois.

PIN: 09-11-302-019-0000; 8502 Golf Road, Niles, Illinois 60714