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CERTIFICATE OF JOHN P. SWEENEY AS GENERAL PARTNER,
JOHN P. SWEENEY, JAMES J. MCDONOUGH, JOHN O. BULUT
AS LIMITED PARTNERS, DOING BUSINESS AS TEN NORTH
NORTH DEARBORN VENTURE, AN ILLINOIS
LIMITED PARTNERSHIP

1. The name of the Partnership is "TEN NORTH DEARBORN VENTURE".

2. The purpose of the Partnership is to acquire the 10 North Dearborn building, located in Chicago, Illinois. The Partnership will also own, rehabilitate, develop, lease and/or manage the building.

3. The location or principal place of business of the partnership is c/o JPS Interests, 1110 Keystone, River Forest, Illinois 60305.

4. The name and place of residence of each Partner is as follows:

General Partner

John P. Sweeney
1110 Keystone
River Forest, Illinois 60305

Limited Partners

John P. Sweeney
1110 Keystone
River Forest, Illinois 60305

James J. McDonough
10355 S. California Ave.
Chicago, Illinois 60655

John O. Bulut
801 Red Stable Way
Oak Brook, Illinois 60521

5. The term of the partnership expires on December 31, 2019.

6. The Partners have made capital contributions of \$100 as follows:

| | <u>Percentage</u> | <u>Capital Contribution</u> |
|-------------------------|-------------------|-----------------------------|
| <u>General Partners</u> | | |
| John P. Sweeney | 10% | \$10.00 |

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| <u>Limited Partners</u> | | |
|-------------------------|------|--------|
| John P. Sweeney | 40% | 40.00 |
| James J. McDonough | 30% | 30.00 |
| John O. Bulut | 20% | 20.00 |
| Total | 100% | 100.00 |

7. The Limited Partners shall not be required to but may contribute additional capital to the Partnership as required.

8. There is no agreement as to the time when the contributions of the Limited Partners are to be returned.

9. The Limited Partners are to receive the same percentage of the profits as their respective percentages of capital accounts from time to time.

10. The Limited Partners have no right to assign their respective interests to substituted Limited Partners, except to members of their immediate family (i.e., spouse and descendants) without the consent of the General Partner.

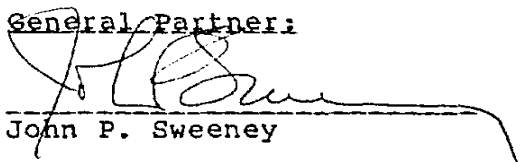
11. No Limited Partner has any priority over any other Limited Partner.

12. The death, disability or withdrawal of the General Partner or the assignment of his partnership interest, does not terminate the partnership unless a successor General Partner is not designated or does not accept such designation.

13. The Limited Partners do not have the right to demand or receive property other than cash in return for their contributions.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their hands and seals this 18th day of December, 1985.

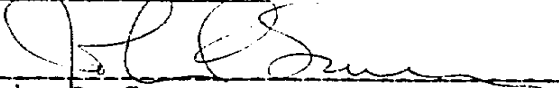
General Partner:

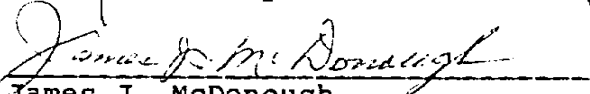

John P. Sweeney

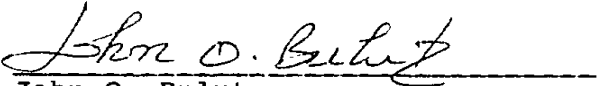
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Limited Partners


John P. Sweeney


James J. McDonough


John O. Bulut

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