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LP 201

JIM EDGAR 7 6 1 7 2 9 0
Secretary of State
State of Illinois

Submit in Duplicate

\$75.00 filing fee. See other side for acceptable forms of payment.

CERTIFICATE OF LIMITED PARTNERSHIP (Illinois limited partnership)

87617290

Validation Only

FILED

NOV 17 1987

SECRETARY OF STATE

Pursuant to the provisions of the Revised Uniform Limited Partnership Act, the undersigned general partners hereby form the limited partnership named below:

- The limited partnership's name is: R.I. Limited Partnership (Note 1)
- The Federal Employer Identification Number (F.E.I.N.) is: Applied for DEPT-01 RECORDING (Note 2) \$14.00
T#2222 TRAN 2912 11/17/87 16:25:06
#4988 # B * - 87 - 6 17290
COOK COUNTY RECORDER
- This certificate of limited partnership is effective on: (Check one)
a) the filing date, or
b) another date not more than 30 days subsequent to the filing date. Specify:
- The limited partnership's registered agent's name and registered office address is:
Registered Agent: Sinclair Stephen J
Last Name First Name Middle Name
c/o Rubloff, Inc.
Firm Name (if any)
Registered Office: 111 W. Washington Street, Suite 2100
(P.O. Box alone is unacceptable) Number Street Suite #
Chicago Cook Illinois 60602
City County Zip Code
- The address, including county, of the office at which the records required by Section 104 are to be kept is:
111 W. Washington Street, Suite 2100
Chicago, Illinois 60602 (Cook) (Note 3)
- The limited partnership's purpose(s) is: 6552-Real estate subdividers and developers,
except cemeteries
- The latest date upon which the limited partnership is to dissolve is: December 31, 2088
- The total aggregate amount of cash and the aggregate agreed value of other property or services contributed by the partners and which they have agreed to contribute is: \$ 7,312,500.00
- The agreement, if any, regarding a partner's termination of membership and distribution rights must be explained on a plain white 8-1/2" x 11" sheet, which must be stapled to this form.
- The names (last name first) and business addresses of all general partners must be listed:
See Exhibit "A" attached 111 W. Washington St., Suite 2100,
General Partner's Name Business Address
Chicago, IL 60602
General Partner's Name Business Address

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

All general partners are required to sign the certificate of limited partnership.

See Exhibit "A" attached

Signature

Signature

Name (please print or type)

Name (please print or type)

If additional space is needed, this list must be continued in the same format on a plain white 8-1/2" x 11" sheet, which must be stapled to this form. Number of additional pages: 3

14-8

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Form LP 201

File No. _____

CERTIFICATE OF LIMITED PARTNERSHIP

Filing Fee \$75

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."

DO NOT SEND CASH!

All correspondence regarding this filing will be sent to the registered agent of the limited partnership unless a self-addressed envelope is included.

RETURN TO:

Secretary of State
Corporation Department
Limited Partnership Division
Springfield, Illinois 62756
Telephone (217) 785-9960

After recording return to:

Julie C. Leman, Esq.
Coffield Ungaretti Harris & Slavin
3500 Three First National Plaza
Chicago, Illinois 60602

Property of Cook County Clerk's Office

NOTES

- Note 1: The name of the limited partnership must contain, without abbreviation, the words "limited partnership."
- Note 2: If the Federal Employer Identification Number has not been obtained at the time of filing this document, it shall be obtained and shall be reported to the Secretary of State within 180 days after the date of filing this certificate.
- Note 3: If this office is outside of Illinois, it must be the limited partnership's principal place of business.

CUAS
SERIAL NO. 18A158032

Attachment to:

CERTIFICATE OF LIMITED PARTNERSHIP

OF R.I. LIMITED PARTNERSHIP

1. Question 9 - Form LP 201

Prior to date that, on a cash basis, revenues from the operation of the land and improvements commonly known as 100 North Riverside Plaza, Chicago, Illinois shall equal or exceed, and for the preceding twelve (12) calendar month period shall have equaled or exceeded, the amount necessary to pay all debt service on indebtedness of the Partnership, all rents and other amounts payable under the Ground Lease and all operating expenses, real estate taxes, insurance premiums and all other costs and expenses attributable to the ownership, operation, leasing and use of said land and improvements for such twelve (12) calendar month period ("Break-Even"), no Partner shall (and after Break-Even, no Partner shall, without the prior written consent of the other Partner) retire or withdraw from the Partnership or assign, pledge, encumber, sell or otherwise dispose of or hypothecate any part of its percentage interest or rights to receive distributions from the Partnership.

Certain transfers by the Limited Partner and the General Partner are permitted as more specifically provided in Sections 10.02 and 10.03 of the Partnership Agreement.

Upon a dissolution of the Partnership, except as otherwise expressly provided in the Partnership Agreement, the General Partner shall proceed to cause the assets of the Partnership to be sold and to distribute the proceeds received therefor (i) first, to the payment of all debts and liabilities of the Partnership, (ii) second, to the expenses of liquidation, (iii) third, to the establishment of reserves, (iv) fourth, to the repayment of any loans by the Partners to the Partnership, and (v) fifth, to the Partners in the manner set forth in Section 13.07 of the Partnership Agreement.

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EXHIBIT "A"

General Partner:

Riverside Park I Associates
Limited Partnership, a Delaware
limited partnership

BY: Lake Michigan Properties
IV, Inc., an Illinois
corporation, its sole general
partner

BY: _____

Name: _____

Title: _____

Property Office
Cook County Clerk's Office

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02/25/2020