

UNOFFICIAL COPY

3 7 2 6 4)))
87264985

This instrument was prepared by,
and after recording return to:
Suzanne Bessette-Smith
Nagelberg & Resnick, P.C.
200 South Wacker Drive
Suite 2975
Chicago, Illinois 60606

RR82-2
5/12/87

AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

OF

WACKER/RANDOLPH INVESTMENT COMPANY

In order to form a limited partnership pursuant to the Illinois Uniform Limited Partnership Act (the "Act"), Chapter 106-1/2, Illinois Revised Statutes, the undersigned hereby execute this Limited Partnership Certificate in accordance with the provisions of Section 45 of the Act and certify that the statements set forth below (as to certain terms of the limited partnership agreement among them) are true and correct. The paragraphs of this Certificate correspond to those of Section 45(1)(a) of the Act.

I. ORIGINAL CERTIFICATE OF LIMITED PARTNERSHIP

The original Certificate of Limited Partnership for the Partnership was dated February 16, 1987, and recorded in the Recorder's Office of Cook County on February 17, 1987, as document number 87091669.

II.

NAME OF THE PARTNERSHIP

The Partnership shall be conducted under the name WACKER/RANDOLPH INVESTMENT COMPANY.

III.

CHARACTER OF THE BUSINESS

The purpose of the Partnership is to acquire, own, finance, refinance, lease and/or hold as an investment improved real property and maximize the economic benefit from the Partnership's interest in the real property and improved real property and to engage in any activities incidental to or in furtherance of the above enumerated purposes.

87264985

UNOFFICIAL COPY

3 7 2 3 4 9 3 3

IV.

LOCATION OF THE PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Partnership shall be maintained at Suite 3040, 200 West Madison, Chicago, Illinois 60606.

V.

THE NAME AND PLACE OF RESIDENCE OF EACH MEMBER, GENERAL AND LIMITED PARTNERS BEING RESPECTIVELY DESIGNATED

General Partner: Tomasz/Shidler Investment Corporation, an Illinois corporation
200 West Madison Street
Suite 3040
Chicago, Illinois 60606

Limited Partners: Shidler Group Partners I, a California general partnership
733 Bishop Street
Suite 2700
Honolulu, Hawaii 96813

Shidler Executive Partners 20, an Illinois limited partnership
200 West Madison Street
Suite 3040
Chicago, Illinois 60606

The General Partner and the Limited Partners are collectively referred to as the "Partners." Michael T. Tomasz, the initial Limited Partner under the original Certificate of Limited Partnership, dated February 16, 1987, hereby withdraws as a Limited Partner from the Partnership.

VI.

THE TERM FOR WHICH THE PARTNERSHIP IS TO EXIST

The Partnership shall continue until dissolved upon the occurrence of the first of the following events:

- (a) Upon disposition by the Partnership of all of its property; or
- (b) As provided under the Act; or
- (c) Upon the sale (exclusive of an exchange for other real property), by the Partnership, of all of its assets; or

UNOFFICIAL COPY

J 7 2 0 4

(d) In any event, ninety-nine (99) years from the date hereof.

VII.

THE AMOUNT OF CASH AND A DESCRIPTION OF AND THE AGREED VALUE OF THE OTHER PROPERTY CONTRIBUTED BY EACH LIMITED PARTNER

Tomasz/Shidler Investment Corporation, in its capacity as a General Partner, has contributed cash in the amount of \$100.00 to the Partnership. Shidler Group Partners I has contributed cash in the amount of \$40.00 to the Partnership, in its capacity as a Limited Partner. Shidler Executive Partners 20 has contributed cash in the amount of \$860.00 to the Partnership, in its capacity as a Limited Partner.

VIII.

THE ADDITIONAL CONTRIBUTIONS, IF ANY, AGREED TO BE MADE BY EACH LIMITED PARTNER AND THE TIMES AT WHICH OR EVENTS UPON THE HAPPENING OF WHICH SHALL BE MADE

There are no additional contributions to be made by the Limited Partners.

IX.

THE TIME, IF AGREED UPON, WHEN THE CONTRIBUTION OF EACH LIMITED PARTNER IS TO BE RETURNED

No such time has been agreed upon.

X.

THE SHARE OF THE PROFITS OR THE OTHER COMPENSATION BY WAY OF INCOME WHICH EACH LIMITED PARTNER SHALL RECEIVE BY REASON OF HIS CONTRIBUTION

A. Profits, losses and cash flow for each fiscal year shall be allocated to the Partners in proportion to their respective percentage interests in the Partnership.

B. The residual interest of the Partners in the Partnership shall be allocated in accordance with the allocation of profits and losses, set forth in A. above.

87264985

UNOFFICIAL COPY

3 7 2 6 4 7 . 5

XI.

THE RIGHT, IF GIVEN, OF A LIMITED PARTNER TO SUBSTITUTE AN ASSIGNEE AS CONTRIBUTOR IN HIS PLACE, AND THE TERMS AND CONDITIONS OF THE SUBSTITUTION

No Limited Partner may assign its interest as a Limited Partner in the Partnership without the prior written approval of the General Partner, except for transfers to a trust for the benefit of the Limited Partner, such Limited Partner's spouse and or lineal descendants, provided that such Limited Partner is the sole trustee thereof, or to an entity one hundred percent (100%) owned or controlled by such Limited Partner.

XII.

THE RIGHT, IF ANY, OF THE PARTIES TO ADMIT ADDITIONAL LIMITED PARTNERS FOR ADDITIONAL CAPITAL

The sale of additional limited partnership interests by the General Partners is permitted so long as such admission does not dilute the interest that the Limited Partners indirectly hold in the Property Partnerships (as defined in the Partnership's Agreement of Limited Partnership) by virtue of the ownership of their interest in the Partnership.

XIII.

THE RIGHT, IF GIVEN, OF ONE OR MORE OF THE LIMITED PARTNERS TO PRIORITY OVER OTHER LIMITED PARTNERS, AS TO CONTRIBUTIONS, OR AS TO COMPENSATION BY WAY OF INCOME, AND THE NATURE OF SUCH PRIORITY

No such right is given.

XIV.

THE RIGHT, IF GIVEN, OF THE REMAINING GENERAL PARTNER(S) TO CONTINUE THE BUSINESS ON THE DEATH, RETIREMENT OR DISABILITY OF A GENERAL PARTNER

No such right is given.

XV.

THE RIGHT, IF GIVEN, OF A LIMITED PARTNER TO DEMAND AND RECEIVE PROPERTY OTHER THAN CASH IN RETURN FOR HIS CONTRIBUTION

No such right is given.

87264985

UNOFFICIAL COPY

8 7 2 6 4 7 5 5

XVI.

EXECUTION IN COUNTERPARTS

This Certificate may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned do hereby sign and swear to the foregoing Amended and Restated Limited Partnership Certificate of Wacker/Randolph Investment Company, this 5th day of May, 1987.

GENERAL PARTNER:

TOMASZ/SHIDLER INVESTMENT CORPORATION, an Illinois corporation

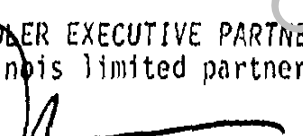
By: 
Michael T. Tomasz, President

LIMITED PARTNERS:

SHIDLER GROUP PARTNERS I, a California general partnership

By: 
Jay H. Shidler, a General Partner

SHIDLER EXECUTIVE PARTNERS 20, an Illinois limited partnership

By: 
Jay H. Shidler, a General Partner

The undersigned hereby executes this Amended and Restated Certificate of Limited Partnership for the sole purpose of acknowledging his withdrawal as a Limited Partner in Wacker/Randolph Investment Company.


Michael T. Tomasz

87264985

UNOFFICIAL COPY

3 7 2 5 4 1 5 0 0

Allocable
Share

Capital
Contribution

GENERAL PARTNERS

10.0%

\$ 100.00

TOMASZ/SHIDLER INVESTMENT
CORPORATION
200 West Madison
Suite 3040
Chicago, Illinois 60606

LIMITED PARTNERS

4.0%

\$ 40.00

SHIDLER GROUP PARTNERS I
733 Bishop Street
Suite 2700
Honolulu, Hawaii 96813

86.0%

\$ 860.00

SHIDLER EXECUTIVE
PARTNERS 20
200 West Madison Street
Suite 3040
Chicago, Illinois 60606

Property of Cook County Clerk's Office

87264985

UNOFFICIAL COPY

3 7 2 0 4 7 5

STATE OF Illinois }
COUNTY OF DuPage } SS.

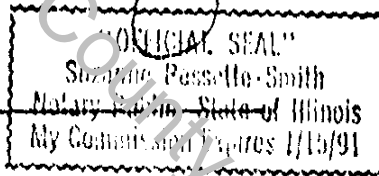
I, Suzanne Bessette-Smith, a Notary Public in and for said County and State, do hereby certify that Michael T. Tomasz, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged and swore that he is the President of Tomasz/Shidler Investment Corporation, an Illinois corporation, sole general partner of Wacker/Randolph Investment Company, and that the statements set forth in the foregoing Certificate are true and correct, and that he signed the same as his free and voluntary act, as president of such corporate general partner, and on his own behalf, for the uses and purposes therein set forth.

Given under my hand and official seal this 15th day of May, 1987.

Suzanne Bessette-Smith
Notary Public

(SEAL)

My Commission Expires: _____



STATE OF Hawaii }
City and } SS.
COUNTY OF Honolulu }

I, Carol Byrd, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Jay H. Shidler, personally known to me to be a general partner of Shidler Group Partners I, a California general partnership, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such general partner, he signed and delivered the said instrument as his free and voluntary act and as the free and voluntary act of said general partnership, for the uses and purposes therein set forth.

Given under my hand and official seal this 14 day of May, 1987.

Carol Byrd
Notary Public

(SEAL)

My Commission Expires: April 19, 1991

87264985

UNOFFICIAL COPY

07204700

STATE OF Hawaii)
City and) SS.
COUNTY OF Honolulu)

I, Carol Byrd, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Jay H. Shidler, personally known to me to be a general partner of Shidler Executive Partners 20, an Illinois limited partnership, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such general partner, he signed and delivered the said instrument as his free and voluntary act and as the free and voluntary act of said limited partnership, for the uses and purposes therein set forth.

Given under my hand and official seal this 14 day of May, 1987.

Carol Byrd
Notary Public

LS
(SEAL)

My Commission Expires: April 19, 1991

DEPT-01

\$18.50

T:0005 TRAN 5205 05/15/87 14:40:00

4553 : C * -87-264985

COOK COUNTY RECORDER

Notary Public's Office
87-264985

87-264985