

EIGHTH AMENDMENT TO CERTIFICATE
AND AGREEMENT OF LIMITED PARTNERSHIP

For

TERRACE GENEVA ASSOCIATES,
an Illinois Limited Partnership

THIS EIGHTH AMENDMENT TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP for Terrace Geneva Associates, an Illinois limited partnership (the "Partnership"), dated June 12, 1987;

W I T N E S S E T H:

WHEREAS, Richard M. Elsonmenger, Jerome E. Finis, Roland K. Kaeser and Geneva Equities Corporation, an Illinois corporation, heretofore entered into a Certificate and Agreement of Limited Partnership dated as of December 31, 1985 (the "Partnership Agreement"), organizing the Partnership, which Partnership Agreement was recorded in the Office of the Recorder of Deeds of Cook County, Illinois, on January 30, 1986, as Document No. 86043057; and

WHEREAS, a First Amendment to Certificate and Agreement of Limited Partnership dated March 14, 1986, has been entered into, which amends the Partnership Agreement, which First Amendment to Certificate and Agreement of Limited Partnership was recorded in the Office of the Recorder of Deeds of Cook County, Illinois on March 14, 1986, as Document No. 86102124, and re-recorded in said office on March 21, 1986, as Document No. 86110714; and

WHEREAS, a Second Amendment to Certificate and Agreement of Limited Partnership dated March 27, 1986, has been entered into, which amends the Partnership Agreement, which Second Amendment to Certificate and Agreement of Limited Partnership was recorded in the Office of the Recorder of Deeds of Cook County, Illinois on March 27, 1986, as Document No. 86118510; and

WHEREAS, a Third Amendment to Certificate and Agreement of Limited Partnership dated May 30, 1986, has been entered into, which amends the Partnership Agreement, which Third Amendment to Certificate and Agreement of Limited Partnership was recorded in the Office of the Recorder of Deeds of Cook County, Illinois on May 30, 1986, as Document No. 86215337; and

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WHEREAS, a Fourth Amendment to Certificate and Agreement of Limited Partnership dated August 29, 1986, has been entered into, which amends the Partnership Agreement, which Fourth Amendment to Certificate and Agreement of Limited Partnership was recorded in the Office of the Recorder of Deeds of Cook County, Illinois on August 29, 1986, as Document No. 86385659; and

WHEREAS, a Fifth Amendment to Certificate and Agreement of Limited Partnership dated October 22, 1986, has been entered into, which amends the Partnership Agreement, which Fifth Amendment to Certificate and Agreement of Limited Partnership was recorded in the Office of the Recorder of Deeds of Cook County, Illinois on October 22, 1986, as Document No. 86493341 and re-recorded in such office on December 8, 1986, as Document No. 86585795; and

WHEREAS, a Sixth Amendment to Certificate and Agreement of Limited Partnership dated November 20, 1986, has been entered into, which amends the Partnership Agreement, which Sixth Amendment to Certificate and Agreement of Limited Partnership was recorded in the Office of the Recorder of Deeds of Cook County, Illinois on November 25, 1986, as Document No. 86562230; and

WHEREAS, a Seventh Amendment to Certificate and Agreement of Limited Partnership dated December 11, 1986, has been entered into, which amends the Partnership Agreement, which Seventh Amendment to Certificate and Agreement of Limited Partnership was recorded in the Office of the Recorder of Deeds of Cook County, Illinois on December 12, 1986, as Document No. 86596200; and

WHEREAS, the parties desire to further amend the Partnership Agreement in order to admit one or more Additional Limited Partners to the Partnership and to amend Exhibit A to the Partnership Agreement in connection therewith;

NOW, THEREFORE, in consideration of the premises, the respective agreement contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree that the Partnership Agreement, as previously amended, shall be amended as follows:

1. The following named person is hereby admitted to the Partnership as Limited Partners under the provisions of Section 3.5 of the Partnership Agreement:

Ruth D. Hanneman

2. Exhibit A to the Partnership Agreement is hereby amended in its entirety to read as provided in the form of Exhibit A attached hereto.

3. The Partnership Agreement shall remain in full force and effect as originally executed and delivered and as previously amended as described above, except as modified and amended herein.

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IN WITNESS WHEREOF, the parties have executed this instrument as of the date first above written, and each of them, having been first duly sworn on oath, swears that the statements set forth in this instrument, including the exhibit hereto, are true and correct.

GENERAL PARTNERS:

Richard M. Eisenmenger
Richard M. Eisenmenger

Jerome E. Finis
Jerome E. Finis

Roland K. Kaeser
Roland K. Kaeser

GENEVA EQUITIES CORPORATION

(SEAL)

By Jerome E. Finis
President

ATTEST:

Richard M. Eisenmenger
Secretary

ADDITIONAL LIMITED PARTNERS*:

*By Jerome E. Finis, as Attorney-in-Fact for the Additional Limited Partners whose names are set forth on the Schedule of Partners attached hereto as Exhibit A

Jerome E. Finis
Jerome E. Finis

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STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

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The foregoing instrument was acknowledged and sworn to on oath before me this 15th day of June, 1987, by Richard M. Eisenmenger, Jerome E. Finis and Roland K. Kaeser, as General Partners.

Susan M. Finis
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

The foregoing instrument was acknowledged and sworn to on oath before me this 15th day of June, 1987, by Jerome E. Finis and Richard M. Eisenmenger, president and secretary, respectively, of Geneva Equities Corporation, an Illinois corporation, on behalf of the corporation as General Partner.

Susan M. Finis
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

The foregoing instrument was acknowledged and sworn to on oath before me this 15th day of June, 1987, by Jerome E. Finis, as Attorney-in-Fact for the Additional Limited Partners whose names are set forth on the Schedule of Partners attached hereto as Exhibit A.

Susan M. Finis
Notary Public

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The undersigned, desiring to become a ^{3 7 3 2 6 1 1} Limited Partner of Terrace Geneva Associates, an Illinois limited partnership, pursuant to Section 3.5 of the Certificate and Agreement of Limited Partnership in the form included as Exhibit E to the Confidential Private Placement Memorandum dated February 17, 1986, hereby agrees to all of the terms of said Certificate and Agreement of Limited Partnership and agrees to be bound by the terms and provisions thereof. The undersigned further, by executing this Signature Page and Power of Attorney, adopts, confirms and agrees to all representations, warranties, agreements, terms and conditions contained in the Subscription Agreement executed by the undersigned in the form attached as Exhibit G to said Confidential Private Placement Memorandum, with the same force and effect as if fully set forth herein. The undersigned further constitutes, appoints and empowers each of Richard M. Eisenmenger, Jerome E. Finis, Roland K. Kauser and Geneva Equities Corporation, an Illinois corporation, the General Partners of the Partnership, and each of Geneva Equities Corporation's president, vice president, treasurer, secretary and assistant secretary individually, his true and lawful attorney-in-fact and agent with full power and authority to act in the undersigned's name, place and stead to execute, acknowledge, deliver, swear to, file and record at the appropriate public offices all certificates and other instruments which may be necessary and appropriate to form, qualify or continue the Partnership as a limited partnership, including, without limitation, a counterpart of the Certificate and Agreement of Limited Partnership and any amendments thereto. The power of attorney hereby granted shall be deemed to be coupled with an interest and shall be irrevocable and shall survive the assignment by the undersigned of the whole or any part of his Partnership interest and shall survive the bankruptcy, death, dissolution, incompetency or legal disability of the undersigned. The undersigned, having been first duly sworn on oath, swears that the statements set forth in the amendment to said Certificate and Agreement of Limited Partnership, to which this Signature Page and Power of Attorney is attached, including the Exhibits thereto, and in this Signature Page and Power of Attorney, are true and correct.

Dated: 1-30, 1986.

RUTH D. HANWEMAN
Limited Partner Name - Print

Ruth D. Hanweman
Signature of Limited Partner

Joint Limited Partner Name
(if any) - Print

Signature of Joint Limited
Partner (if any)

Residence Address of Limited
Partner:

Residence Address of Joint
Limited Partner:

(Note: Business Addresses of Individuals and P. O. Boxes Will Not be Accepted)

1250 W. CENTRAL RD.
ARLINGTON HEIGHTS, IL.
State of IL.)
County of COOK) SS

The foregoing instrument was acknowledged and sworn to on oath before me this 30 day of JANUARY, 1986, by RUTH HANWEMAN

Susan M. Finis
Notary Public

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TERRACE GENEVA ASSOCIATES ADDITIONAL LIMITED
PARTNER SIGNATURE PAGE AND POWER OF ATTORNEY
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The undersigned, desiring to become a Limited Partner of Terrace Geneva Associates, an Illinois limited partnership, pursuant to Section 3.5 of the Certificate and Agreement of Limited Partnership in the form included as Exhibit E to the Confidential Private Placement Memorandum dated February 12, 1986, hereby agrees to all of the terms of said Certificate and Agreement of Limited Partnership and agrees to be bound by the terms and provisions thereof. The undersigned further, by executing this Signature Page and Power of Attorney, adopts, confirms and agrees to all representations, warranties, agreements, terms and conditions contained in the Subscription Agreement executed by the undersigned in the form attached as Exhibit G to said Confidential Private Placement Memorandum, with the same force and effect as if fully set forth herein. The undersigned further constitutes, appoints and empowers each of Richard M. Eisenmenger, Jerome E. Finis, Roland K. Kaeser and Geneva Equities Corporation, an Illinois corporation, the General Partners of the Partnership, and each of Geneva Equities Corporation's president, vice president, treasurer, secretary and assistant secretary individually, his true and lawful attorney-in-fact and agent with full power and authority to act in the undersigned's name, place and stead to execute, acknowledge, deliver, swear to, file and record at the appropriate public offices all certificates and other instruments which may be necessary and appropriate to form, qualify or continue the Partnership as a limited partnership, including, without limitation, a counterpart of the Certificate and Agreement of Limited Partnership and any amendments thereto. The power of attorney hereby granted shall be deemed to be coupled with an interest and shall be irrevocable and shall survive the assignment by the undersigned of the whole or any part of his Partnership Interest and shall survive the bankruptcy, death, dissolution, incompetency or legal disability of the undersigned. The undersigned, having been first duly sworn on oath, swears that the statements set forth in the amendment to said Certificate and Agreement of Limited Partnership, to which this Signature Page and Power of Attorney is attached, including the Exhibits thereto, and in this Signature Page and Power of Attorney, are true and correct.

Dated: 3-30, 1987.

RUTH D. HANNEGAN
Limited Partner Name - Print

Ruth D. Hanneman
Signature of Limited Partner

Joint Limited Partner Name
(if any) - Print

Signature of Joint Limited
Partner (if any)

Residence Address of Limited
Partner:

Residence Address of Joint
Limited Partner:

(Note: Business Addresses of Individuals and P. O. Boxes Will Not be Accepted)

1250 W. CENTRAL RD.
ALLINGTON HTS.

State of IL.)
County of COOK) SS

The foregoing instrument was acknowledged and sworn to on oath before me this 30th day of MARCH, 1987, by Ruth D. Hanneman.

Steven M. Finis
Notary Public

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PARTNER, EQUITIES, PART AND POWER OF ATTORNEY

The undersigned, desiring to become a Limited Partner of Terrace Geneva Associates, an Illinois limited partnership, pursuant to Section 3.5 of the Certificate and Agreement of Limited Partnership in the form included as Exhibit E to the Confidential Private Placement Memorandum dated February 12, 1986, hereby agrees to all of the terms of said Certificate and Agreement of Limited Partnership and agrees to be bound by the terms and provisions thereof. The undersigned further, by executing this Signature Page and Power of Attorney, adopts, confirms and agrees to all representations, warranties, agreements, terms and conditions contained in the Subscription Agreement executed by the undersigned in the form attached as Exhibit G to said Confidential Private Placement Memorandum, with the same force and effect as if fully set forth herein. The undersigned further constitutes, appoints and empowers each of Richard M. Eisenmenger, Jerome E. Finis, Roland K. Kaeser and Geneva Equities Corporation, an Illinois corporation, the General Partners of the Partnership, and each of Geneva Equities Corporation's president, vice presidents, treasurer, secretary and assistant secretary individually, his true and lawful attorney-in-fact and agent with full power and authority to act in the undersigned's name, place and stead to execute, acknowledge, deliver, swear to, file and record at the appropriate public offices all certificates and other instruments which may be necessary and appropriate to form, qualify or continue the Partnership as a limited partnership, including, without limitation, a counterpart of the Certificate and Agreement of Limited Partnership and any amendments thereto. The power of attorney hereby granted shall be deemed to be coupled with an interest and shall be irrevocable and shall survive the assignment by the undersigned of the whole or any part of his Partnership Interest and shall survive the bankruptcy, death, dissolution, incompetency or legal disability of the undersigned. The undersigned, having been first duly sworn on oath, swears that the statements set forth in the amendment to said Certificate and Agreement of Limited Partnership, to which this Signature Page and Power of Attorney is attached, including the Exhibits thereto, and in this Signature Page and Power of Attorney, are true and correct.

Dated: MAY 5, 1986

RUTH D. HANNEMAN
Limited Partner Name - Print

X Ruth D. Hanneman
Signature of Limited Partner

Joint Limited Partner Name
(if any) - Print

Signature of Joint Limited
Partner (if any)

Residence Address of Limited
Partner:

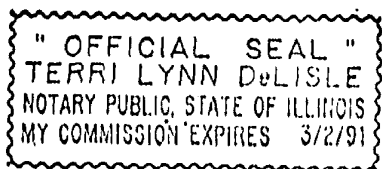
Residence Address of Joint
Limited Partner:

(Note: Business Addresses of Individuals and P. O. Boxes Will Not be Accepted)

1250 W. CENTRAL ROAD
ARLINGTON HTS, IL

State of ILLINOIS }
County of COOK } SS

The foregoing instrument was acknowledged and sworn to on oath before me this 5th day of May, 1986, by Ruth D. Hanneman
1250 W. Central Road, Arlington Hts, IL 60015



Terri Lynn DeLisle
Notary Public

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EXHIBIT A 7 3 2 6 1 1 9

Schedule of Partners

<u>Name and Residence Address</u>	<u>Capital Contribution</u>	<u>Partnership Interest</u>
<u>GENERAL PARTNERS:</u>		
Richard M. Eisenmenger 2000 North Fernandez Arlington Heights, Illinois 60004	\$1,333	0.33%
Roland K. Kaeser 93 Hills Road Barrington Hills, Illinois 60010	\$1,333	0.33%
Jerome E. Finis 550 West Surf Apartment 116 Chicago, Illinois 60657	\$1,333	0.33%
Geneva Equities Corporation 1834 Walden Office Square Suite 500 Schaumburg, Illinois 60195	\$41	0.01%
<u>ADDITIONAL LIMITED PARTNERS:</u>		
James D. Butler and Sara R. Butler, as Joint Tenants with Right of Survivorship 756 Whalom Lane Schaumburg, Illinois 60194	\$15,000	4.36760%
William L. and Lee A. Dyer, as Joint Tenants with Right of Survivorship 1990 North Fernandez Arlington Heights, Illinois 60004	\$25,000	7.27940%
Ruth D. Hanneman 1250 West Central Road Arlington Heights, Illinois 60005	\$75,000	21.83830%
Thomas and Susan Lawn, as Joint Tenants with Right of Survivorship 39 Clayton Avenue Lake Villa, Illinois 60046	\$20,000	5.82350%

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Mark J. Leibrock 207 Devon Park Ridge, Illinois 60068	\$15,000	4.36760%
Joe A. Salvato 111 West Hawthorne Apartment E Arlington Heights, Illinois 60005	\$25,000	7.27940%
John A. Sheets and Patricia A. Sheets, as Joint Tenants with Right of Survivorship 7939 Burden Road Roscoe, Illinois 61073	\$50,000	14.55890%
Marie T. Tempesta 1639 Village Green Deerfield, Illinois 60015	\$25,000	7.27940%
Eleanor A. Wischstadt 315 S. Emerson Mount Prospect, Illinois 60056	\$15,000	4.36760%
Steve Zasadny R.R. #5, Box 111 Lockport, Illinois 60444	\$50,000	14.55890%
William L. Zimmerman 15 Revere Drive South Barrington, Illinois 60010	\$25,000	7.27940%

DEPT-01 RECORDING \$19.00
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COOK COUNTY RECORDER

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~~Mailed to:~~

~~A. KRUSE
SEYPARTH, SHAW, PAIRWEATHER + GERALDSON
SUITE 400
SS E. MONROE
CHICAGO, IL 60603~~