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LP 1205

JIM EDGAR
Secretary of State
State of Illinois

Submit in Duplicate

\$25 filing fee. See other side for acceptable forms of payment.

CERTIFICATE TO BE GOVERNED BY THE REVISED UNIFORM LIMITED PARTNERSHIP ACT (Pre-existing Illinois Limited Partnership)

5001948 SDSIL 10/13/88
25.00 CG 000003200 FILED

S001948

Pursuant to the provisions of the Revised Uniform Limited Partnership Act, the preexisting limited partnership named below is hereby governed by that Act, effective at the time this certificate is filed in the office of the Secretary of State.

- The limited partnership's name is: Arlington Park Racetrack Ltd.
- The Federal Employer Identification Number (F.E.I.N.) is: 36-3246870 (Note 1)

3. The limited partnership's registered agent's name and registered office address is:

Registered Agent:	<u>McCauley</u>	<u>Thomas</u>	<u>Vincent</u>
	Last Name	First Name	Middle Name
	<u>Carroll, Hartigan & McCauley, Ltd.</u>		
	Firm Name (if any)		
Registered Office:	<u>1 North LaSalle Street</u>	<u>3100</u>	
(P.O. Box alone is unacceptable)	Number	Street	Suite #
	<u>Chicago</u>	<u>Cook</u>	<u>Illinois</u>
	City	County	Zip Code

- The office address, including county, at which the records required by Section 104 are to be kept is: Euclid and Wilke Road (P.O. Box 7)
Arlington Heights, Illinois Cook County (Note 2)

- The limited partnership's purpose(s) is: to acquire and operate property for the purpose of conducting thoroughbred and harness horse racing and such other proper purposes as are permitted by law.

- The latest date upon which the limited partnership is to dissolve is: December 31, 2033

- The county in which the preexisting limited partnership's original certificate of limited partnership was filed is: Cook
Recording date: August 18, 1983 Document of Book & Page No.: 26738557

- 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: \$ 10,000,000

- A brief statement of the partners' membership termination and distribution rights, if any. One 8-1/2" x 11" standard paper may be used, if needed, and attached to this form. The full text of such rights should be on file in the partnership's Section 104 office.

- The names (last name first) and business addresses of all general partners must be listed on a separate plain white 8-1/2" x 11" sheet which must be stapled to this form.

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

All general partners are required to sign the certificate to be governed by the Revised Uniform Limited Partnership Act.

Dick Duchossais Incorporated

By: [Signature]
 Signature
Thomas V. McCauley (Vice President)
 Name (please print or type)

 Signature
 Name (please print or type)

 Signature
 Name (please print or type)

 Signature
 Name (please print or type)

If additional space is needed, this 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: 2

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NOTES

Note 1: 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 2: If this office is outside of Illinois, it must be the limited partnership's principal place of business.

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Property of Cook County Clerk's Office

Form LP 1205

88488612

File No.

**CERTIFICATE TO BE GOVERNED
BY THE REVISED UNIFORM
LIMITED PARTNERSHIP ACT**

\$25

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) 785-8960

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ARLINGTON PARK RACETRACK LTD.
CERTIFICATE TO BE GOVERNED BY RULPA (10/11/88)

8. Partners' Membership Termination and Distribution Rights

The profits and losses of the partnership for each fiscal year shall be allocated to the partners, pro rata, in accordance with their percentage participation in the partnership.

Cash flow, to the extent available and in the sole and absolute discretion of the general partner, may be distributed from time to time as the general partner chooses to the partners in accordance with their respective percentage participation in the partnership.

Upon the dissolution of the partnership, the business of partnership shall be wound up and the property of the partnership shall be liquidated. The gains or loss attributable to such liquidation and the profits and losses from operations during the wind up period, shall be allocated as follows:

- (a) gains and profits shall be allocated to the partners, pro rata, in accordance with the respective amounts of their negative balances in their capital accounts;
- (b) losses shall be allocated to the partners, pro rata, in accordance with the respective amounts of their positive balances in their capital accounts;
- (c) cash on hand and net cash proceeds available from the sale, exchange or other disposition of property pursuant to the liquidation shall be applied:
 - (1) first, to the payment of debts and liabilities of partnership and the expenses of liquidation;
 - (2) second, to setting up such reserves as are required by law and may reasonably be deemed necessary for any contingent liabilities or obligations of the partnership;
 - (3) third, to the partners in accordance with their respective percentage participation in the partnership.

In connection with the winding up and liquidation, each partner shall promptly be provided with an audited balance sheet of the partnership as of the date of dissolution.

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CERTIFICATE TO BE GOVERNED BY RULPA (10/11/88) 88/11/01 115015 8761005

ARLINGTON PARK RACETRACK LTD.
CERTIFICATE TO BE GOVERNED BY RULPA (10/11/88)

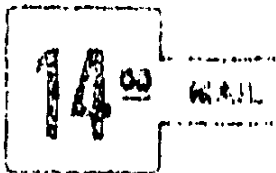
10. Sole General Partner: Dick Duchossois, Incorporated
845 Larch Avenue
Elmhurst, Illinois 60126

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