

UNOFFICIAL COPY

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: _____

Name (please print or type) _____
 Signature _____
 Name (please print or type) _____
 Signature _____

By: Thomas A. Floyd
 Signature _____
 Name (please print or type) _____
 Signature _____

MARTIN
 Martin Marketing Corporation
 General Partner:

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

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

10. 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.

9. 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 Secretary's office.

8. 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: \$14,980,685.93

7. The county in which the preexisting limited partnership's original certificate of limited partnership was filed is: Cook
Recording date: April 8, 1982. Document of Book & Page No.: 26190564

6. The latest date upon which the limited partnership is to dissolve is: December 31, 2021

5. The limited partnership's purpose(s) is: To engage in the petroleum marketing business and other businesses that may be lawfully conducted pursuant to the Revised Uniform Limited Partnership Act.

4. The office address, including county, at which the records required by Section 104 are to be kept is: Altp, IL 60658 Cook County (Note 2)

Registered Office: 33 North LaSalle Street
Chicago, Illinois 60602
City, County, State, and Zip Code

Registered Agent: The Prentice-Hall Corporation System, Inc.
Last Name, First Name, Middle Name

1. The limited partnership's name is: Martin Oil Marketing, Ltd.

2. The Federal Employer Identification Number (F.E.I.N.) is: 363165165 (Note 1)

3. The limited partnership's registered agent's name and registered office address is: The Prentice-Hall Corporation System, Inc.

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.

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

JIM EDGAR
Secretary of State
State of Illinois

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

Submit in Duplicate

LP 1205

--88-596023

88-5965-83

Form LP 1205

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 62746
Telephone (217) 785 8960

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-88-536023

Property of Cook County Clerk's Office

RECEIVED
STATE OF ILLINOIS
SECRETARY OF STATE
JAN 18 1988



NOTES

Note 1: If the Federal Tax identification Number has not been obtained at the time of filing this document, it shall be obtained and 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 mailed to the limited partnership's principal place of business.

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C003526 SOSIL 12/27/88
25.00 CG 0000003389 FILED

PLEASE RETURN TO
PAYOR/ENDORSE
CERTIFICATE TO BE GOVERNED BY
THE REVISED UNIFORM LIMITED PARTNERSHIP ACT

MARTIN OIL MARKETING, LTD.

9. The Partnership shall continue until December 31, 2021, or until the occurrence of one or more of the following events: (a) the withdrawal, disposition of interest, removal, resignation, liquidation, dissolution, filing of a petition for reorganization, assignment for the benefit of creditors, adjudication of bankruptcy of the General Partner, its written admission that it is unable to pay its debts when due, or any other event of withdrawal under the Revised Uniform Limited Partnership Act (the "Act"), but only if such event is not followed by the exercise of an election by all the Partners to continue the Partnership under Section 9 of the Agreement of Limited Partnership, as amended and restated, by and among all of the Partners (the "Partnership Agreement"); (b) the vote of Partners holding at least fifty-one percent (51%) of all the Partnership Interests to dissolve the Partnership prior to the end of its term; (c) upon the sale or other disposition of all or substantially all the assets of the Partnership; or (d) upon the occurrence of any other event which would cause dissolution under the Act.

Upon the termination and winding up of the Partnership, the assets of the Partnership shall be distributed as follows: (x) to creditors of the Partnership, including Partners who are creditors, to the extent permitted by law, in satisfaction of liabilities of the Partnership, other than liabilities for distributions to Partners; and (y) to the Partners in an amount equal to their capital contributions to the Partnership. Any remaining amounts shall be distributed to the Partners pro rata according to their percentage interests.

10. The name and business address of the General Partner of the Partnership is:

Martin Marketing Corporation
4501 West 127th Street
Alsip, Illinois 60658

11. The provisions of this Certificate to be Governed by the Revised Uniform Limited Partnership Act shall be subject and subordinate to the provisions of the Partnership Agreement, and in the event of any conflict between the provisions herein and those of the Partnership Agreement, the terms of the Partnership Agreement shall prevail.

-88-593023