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LP 201

JIM EDGAR
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)

88069075

Validation Only

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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: CIMS Limited Partnership (Note 1)
- The Federal Employer Identification Number (F.E.I.N.) is: (Applied for.) (Note 2)
- 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: N/A

Last Name	First Name	Middle Name	
<u>MAT/505 Associates Incorporated, an Illinois corporation</u>			
Firm Name (if any)			
<u>505 North Michigan Avenue, Suite 340</u>			
Registered Office: (P.O. Box alone is unacceptable)	Number	Street	Suite #
	<u>Chicago,</u>	<u>Cook</u>	<u>60611</u>
	City	County	Zip Code
		<u>Illinois</u>	
- The address, including county, of the office at which the records required by Section 104 are to be kept is:
505 North Michigan Avenue, Suite 340
Chicago, Cook County, Illinois (60611) (Note 3)
- The limited partnership's purpose(s) is:
See Addendum attached hereto and made a part hereof (653)
- The latest date upon which the limited partnership is to dissolve is: ~~XXXXXXXXXXXX~~ January 31, 2038
- 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: \$ 1,000.00
- 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:

General Partner's Name	Business Address
<u>Michigan/Illinois Development Partnership,</u>	<u>505 N. Michigan Avenue, Suite 340</u>
<u>an Illinois general partnership</u>	<u>Chicago, Illinois 60611</u>
General Partner's Name	Business Address
_____	_____
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.

Signature

Name (please print or type)

MICHIGAN/ILLINOIS DEVELOPMENT PARTNERSHIP,
By: MAT/WLS Associates Limited Partnership, an Illinois
limited partnership, a general partner
By: MAT/505 Associates Incorporated, an Illinois
corporation, a general partner
By: David Kantorczyk
David Kantorczyk, Vice President

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: one (1)

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ADDENDUM TO CERTIFICATE OF LIMITED PARTNERSHIP OF CIMS LIMITED PARTNERSHIP (THE "PARTNERSHIP")

- Item 6: The purpose of the Partnership is: to acquire, develop, demolish, rehabilitate, reconstruct, renovate, improve, alter, operate, finance, refinance, maintain, lease, mortgage, encumber, manage, sell, exchange and otherwise deal with or dispose of the hotel project located at 505 North Michigan Avenue, Chicago, Illinois and any other activities as may be necessary or incidental or desirable from time to time in furtherance of or in connection with the foregoing, and for no other purpose.
- Item 9: The Agreement of Limited Partnership of CIMS Limited Partnership (the "Agreement") does not provide for partners' voluntary termination of membership in the Partnership.

As set forth in Article IV and Article IX of the Agreement, the Partnership, under certain circumstances, is obligated to purchase the partnership interest of certain of the limited partners of the Partnership.

Subject to the provisions of Article X of the Agreement, partners in the Partnership may transfer their partnership interests, provided that the transferee generally must assume the obligations of the transferor with respect to the Partnership. In the event a general partner of the Partnership suffers an "Act of Insolvency" or an "involuntary transfer," as such terms are defined in Article XI of the Agreement, and the remaining general partner elects to purchase the interest of the first-mentioned general partner, the first-mentioned general partner shall be released of all liabilities to the Partnership.

Upon the dissolution of the Partnership as provided in Article XII of the Agreement, all assets of the Partnership, after satisfaction of any debts of the Partnership, shall be distributed in accordance with the provisions of Article VI of the Agreement.

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