

# UNOFFICIAL COPY

LP 201

JIM EDGAR  
Secretary of State  
State of Illinois

# COPY

Validation Only

Submit in Duplicate

\$75.00 filing fee. See other side for acceptable forms of payment.

CERTIFICATE OF  
LIMITED PARTNERSHIP  
(Illinois limited partnership) **88069397**

FILED 4520000000  
RR/9120 TLIS05  
75.00 10 000000254

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: America's Bar Limited Partnership
- 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.  
 b)  another date not more than 30 days subsequent to the filing date. Specify: 88069397

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

Registered Agent: Goldsmith, Mitchell D.

Last Name	First Name	Middle Name
Shefsky, Saitlin & Froelich, Ltd.		
Firm Name (if any)		

Registered Office: 444 North Michigan Avenue, #2300

Number	Street	Suite #
Chicago	Cook	60611
City	County	Zip Code

5. The address, including county, of the office at which the records required by Section 104 are to be kept is:  
c/o Jerome Richman, 55 East Jackson, Suite 2000, Chicago, IL 60604, Cook County (Note 3)

6. The limited partnership's purpose(s) is: to construct and operate a Bar located in Chicago, Illinois and related facilities at the premises of the Bar, and to do all things reasonably incident thereto. 5813

7. The latest date upon which the limited partnership is to dissolve is: December 31, 2030

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: \$ Each general partner shall make a cash contribution in the amount of \$50.00. (= \$100.00)

9. 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. See Attached Exhibit A.

10. The names (last name first) and business addresses of all general partners must be listed:

General Partner's Name	Business Address
<u>Chicago's America Bar Inc.</u>	<u>c/o Jerome Richman, 55 East Jackson, Suite 2000, Chicago, IL 60604</u>
<u>Charles T. Badrick</u>	<u>c/o Leisure Management Corporation, 1900 Yorktown Suite 410, Houston, TX 77056</u>

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.

Chicago's America Bar Inc.  
 By: J. Stuart Sargent  
 Signature J. STUART SARGENT, Vice Pres.  
 Name (please print or type)

Charles T. Badrick  
 Signature Charles T. Badrick  
 Name (please print or type)

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: 1

**CERTIFICATE OF LIMITED PARTNERSHIP**

Filing Fee \$75

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 the 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) 785-8950

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Property of Cook County Clerk's Office

12/25

88-063397

DEPT-01  
143333 TRM 1531 02/17/88 13115400  
43211 & C \* 88-069397  
COOK COUNTY RECORDER  
413.25

**NOTES**

- Note 1: The name of the limited partnership must contain, without abbreviation, the words "limited partnership."
- Note 2: 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 3: If this office is outside of Illinois, it must be the limited partnership's principal place of business.

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Dissolution of the Partnership

(a) Events Causing Dissolution - The Partnership shall be dissolved and its affairs wound up on the first to occur of the following:

(i) the Withdrawal or removal of the last remaining General Partner unless the business of the Partnership shall be continued in a reconstituted form and another person selected as a successor general partner pursuant to Paragraph 20(d) hereof; or

(ii) subject to the provisions of the second and third sentences of Paragraph 12(b) hereof, the General Partners, with the prior written consent of Limited Partners owning more than 50% of the Limited Partnership Interests, shall determine that the Partnership should be dissolved; or

(iii) the sale or other disposition by the Partnership of all or substantially all of their property, unless the Partnership as part of the consideration for any such sale or other disposition acquired a mortgage or lease on all or substantially all of such property, in which case the Partnership shall be dissolved following the sale by it or satisfaction of its entire interest in such mortgage or lease; or

(iv) the expiration of the Partnership term pursuant to Paragraph 6 hereof; or

(v) when required by law.

(b) Liquidation of Assets and Application of Proceeds - Upon the dissolution of the Partnership, the person required by law to wind up the Partnership's affairs shall liquidate and reduce to cash the assets of the Partnership as promptly as is consistent with obtaining the fair value thereof and apply and distribute the proceeds of such liquidation in accordance with the provisions of Paragraph 11(b) hereof, provided that if such dissolution resulted from the Withdrawal of a General Partner in contravention of this Agreement, or the removal of a General Partner in accordance with Paragraph 20(c) hereof, any payment to such General Partner pursuant to said Paragraph 11(b), as reduced in accordance with the provisions of Paragraph 20(c) hereof with respect to payments to a removed General Partners, shall be subject to offset for any claim for damages against such General Partner resulting from such Withdrawal or removal. In connection with such winding up and liquidation, the Partnership shall prepare a balance sheet of the Partnership as of the date of dissolution, and such balance sheet shall promptly be furnished to all Partners.

For purposes of this Paragraph 21(b), and except as provided in Paragraph 21(c), to the extent that depreciation or amortization deductions taken by a Partner with respect to the Bar shall cause a deficit in such Partner's capital account, such deficit to the extent of the amount of any depreciation or amortization so taken shall be deemed neither an asset of the Partnership nor the personal liability of such Partner.

880693397



Return to:

Kristine A. Hemlock, Legal Assistant  
Shelsky, Saitlin & Froelich, Ltd.  
444 N. Michigan Ave., Suite 2500  
Chicago, Illinois 60611