

LP 1205 (Interim)
1/1/87 through 12/31/87

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JIM EDGAR
Secretary of State
State of Illinois

WHEN RECORDED RETURN TO:
Joanne DeSanctis
Neri Gebben et al
Recorder's Box #26

Submit in Duplicate

\$25.00 filing fee. See other side
for acceptable forms of payment.

**CERTIFICATE OF AMENDMENT
FOR PRE-EXISTING
ILLINOIS LIMITED PARTNERSHIPS**

88089121

Validation Only

001258, 50SIL 02/23/98
25.00 CE 0000000295 FILED
(Note 2)

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: Lake Cook Office Development Company - Building Four
- The Federal Employer Identification Number (F.E.I.N.) is: 36-3330860
- The limited partnership's registered agent's name and registered office address is:

Registered Agent:	<u>Wilkow</u>	<u>Marc</u>	<u>R.</u>
	Last Name	First Name	Middle Name
	Firm Name (if any)		
Registered Office:	<u>180 North Michigan Avenue</u>	<u>600</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:
180 North Michigan Avenue
Chicago, Illinois 60601 (Note 3)
- The limited partnership's purpose(s) is: See attached 6748
- The latest date upon which the limited partnership is to dissolve is: December 31, 2050
- The county in which the preexisting limited partnership's original certificate of limited partnership was filed is: Cook
Recording date: January 1, 1984 Document of Book & Page No.: 1702537
- 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: \$ 127,000
- 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
- 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.

Signature [Signature] #51184041
Name (please print or type) M&I Wilkow, Ltd., a Delaware corporation

By: Marc R. Wilkow, President

Signature _____
Name (please print or type) _____

Signature [Signature]
Name (please print or type) L-C Office Partnership IV, an Illinois

partnership by its general partner,
M&I Wilkow, Ltd.

Signature _____
By: Marc R. Wilkow, President
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: 3

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Filing No

**CERTIFICATE OF AMENDMENT
FOR PRE-EXISTING
ILLINOIS LIMITED PARTNERSHIPS**

Filing Fee \$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) 785-8980

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CLP 7

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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5. The limited partnership's purpose is:

to acquire and own the Land and a 25% undivided interest in the Conference Centre Land Trust, construct the Office Building on the Land, own and operate the Project, lease space in the Office Building, borrow money in furtherance of any and all purposes of the Partnership and in connection therewith execute and deliver evidences of indebtedness and secure the same by mortgages, deeds of trust, security agreements or other liens or security interests and to do and perform all acts which may be convenient or incident to the foregoing, all as contemplated by and in accordance with the terms and provisions of this Partnership Agreement.

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General Partner, elect to continue the business of the Partnership, or (ii) if no General Partner remains, the holders of all of the limited partnership Residual Percentages consent to the continuation of the business of the Partnership and select a successor general partner; or

(b) Upon the written consent of all the Partners; or

(c) Upon the sale, condemnation, foreclosure or other disposition, whether voluntary or involuntary, of all or substantially all of the assets of the Partnership; or

(d) Upon the expiration of the term of this Agreement.

9.2 Liquidation and Distribution of Partnership Assets. Upon dissolution of the Partnership, the Partnership shall be terminated and Richard A. Stein and/or Stein Co. (if either of both is then acting as a General Partner) or LC (if neither Richard A. Stein nor Stein Co. then so acting) or the remaining General Partner(s) (if neither Richard A. Stein, nor Stein Co. nor LC is then acting as a General Partner) shall act as Liquidating Partner. The Liquidating Partner shall take full account of the Partnership's assets and liabilities and the receivables of the Partnership shall be collected and its assets liquidated as promptly as is consistent with obtaining the fair market value therefor. No Partner shall have the right to demand property other than cash in return for its capital contributions to the Partnership. The proceeds from the liquidation of the assets of the Partnership and collection of the Partnership's receivables, to the extent sufficient therefor, shall be applied and distributed in the following order of priority:

(a) To the payment and discharge of all of the Partnership's debts and liabilities, except (i) the claims of secured creditors whose obligations will be assumed or otherwise transferred on the liquidation of Partnership assets, and (ii) the payment of all debts and liabilities of the Partnership due to the Partners;

(b) To the payment of all debts and liabilities of the Partnership due to Partners;

(c) To the establishment of reserves which the Liquidating Partner reasonably determines to be necessary; and

(d) To the Partners in accordance with the priorities established in Section 5.3 hereof.

Allocations of Gain or Loss resulting from the dissolution and liquidation of the Partnership shall be made in accordance with Section 4.3 hereof. Whenever the Liquidating Partner reasonably determines that any reserves established pursuant to subsection (c) above are in excess of the reasonable requirements of the Partnership, the amount determined to be excess shall be distributed to the Partners in accordance with the provisions of subsection (d) above.

9.3 Sale of Partnership Assets. To the extent required to pay or provide for payment of Partnership debts, the Liquidating Partner may, without the consent of the Partners, sell Partnership property, provided that no such sale shall be made to a Partner or an Affiliate of a Partner. (The foregoing prohibition shall not, however, affect the right of any Partner to exercise its rights under Section 8.6 hereof.) The Liquidating

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10. Names and Business Addresses of all General Partners:

M&J Wilkow, Ltd.
180 North Michigan Avenue
Suite 600
Chicago, Illinois 60601

L-C Office Partnership IV
180 North Michigan Avenue
Suite 600
Chicago, Illinois 60601

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DEPT-01
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COOK COUNTY RECORDER

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DEPT-01
TAXES FROM THE GENERAL FUND
1519100-1882-04 03 1882
COOK COUNTY RECORDER

1519100-1882-04

1519100-1882-04