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LP 1208

JIM EDGAR
Secretary of State
State of Illinois

88097544

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)

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: ROSEMONT-O'HARE ASSOCIATES
- The Federal Employer Identification Number (F.E.I.N.) is: 36-3508428 (Note 1)
- The limited partnership's registered agent's name and registered office address is:

Registered Agent:	<u>KELLMAN</u>	<u>SANDRA</u>	<u>Y.</u>
	Last Name	First Name	Middle Name
	<u>RUDNICK & WOLFE</u>		
	Firm Name (if any)		
Registered Office:	<u>203 N. LaSalle Street</u>		<u>1800</u>
(P.O. Box alone is unacceptable)	Number:	Street	Suite #
	<u>Chicago</u>	<u>Cook</u>	<u>60601</u>
	City	County	Zip Code
- The office address, including county, at which the records required by Section 104 are to be kept is:
225 W. Washington Street, Suite 1500, Chicago, Illinois 60602 (Note 2)
- The limited partnership's purpose(s) is: ownership, development and investment in real estate 6748
- The latest date upon which the limited partnership is to dissolve is: December 28, 2006
- The county in which the preexisting limited partnership's original certificate of limited partnership was filed is: Cook
Recording date: 12/29/86 Document of Book & Page No.: 5521949
- 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
- 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.

FIFIELD COMPANIES, LTD.

By: [Signature]
Signature

Steven D. Fifield, general partner
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

[Handwritten notes]

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File No

**CERTIFICATE TO BE GOVERNED
BY THE REVERSED 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) 785-8950

CLP 71

Property of Cook County Clerk's Office

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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9. Partners' membership termination and distribution rights.

The Partnership Agreement provides that, in the event a limited partner dies, terminates his employment relationship with the Partnership, or becomes bankrupt, the Partnership has the option to repurchase said limited partner's interest. In such event, the Partnership's purchase price for the terminated partner's partnership interest is to be determined in accordance with the Partnership Agreement on file at the office of the Partnership.

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Item 10

The name and business address of the general partner
of the Partnership is:

Fifield Companies, Ltd.
225 West Washington Street
15th Floor
Chicago, Illinois 60606

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