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

88131120

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: Kalman Investments
- The Federal Employer Identification Number (F.E.I.N.) is: 363505548 (Note 2)
- The limited partnership's registered agent's name and registered office address is:

Registered Agent:	<u>Goodman</u>	<u>Elliott</u>	<u>I.</u>
	Last Name	First Name	Middle Name
	<u>Gottlieb and Schwartz</u>		
	Firm Name (if any)		
Registered Office:	<u>200 East Randolph Drive</u>	<u>6900</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:
5750 West 51st Street, Chicago, Cook County, Illinois 60638 (Note 2)
- The limited partnership's purpose(s) is: 6511 - Real Estate Operators and Lessors of buildings
- The latest date upon which the limited partnership is to dissolve is: December 31, 2016 **88131120**
- The county in which the preexisting limited partnership's original certificate of limited partnership was filed is: Cook
Recording date: 10/22/86 Document of Book & Page No.: 86493054
- 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: \$ 100,200.
- 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.

[Signature]
Signature
I. Robert Bernstein
Name (please print or type)

Signature

Name (please print or type)

[Signature]
Signature
Kalman Corporation
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

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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."

DONOT 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) 785-8960

CP-71

Property of Cook County Clerk's Office

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.

NOTES

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ATTACHMENT TO
CERTIFICATE TO BE GOVERNED BY
THE REVISED UNIFORM LIMITED PARTNERSHIP ACT
FOR
KALMAN INVESTMENTS

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Item 9 - Liquidating Distributions:

Except as provided by applicable law, the net cash proceeds of a sale, exchange, or other disposition of all or substantially all of the Partnership's property constituting a dissolution of the Partnership shall be applied as follows:

- (i) to payment of the debts and liabilities of the Partnership and the expenses of liquidation;
- (ii) to the setting up of such reserves as the person required by law to wind up the Partnership's affairs may reasonably deem necessary for any contingent liabilities or obligations of the Partnership, provided that any such reserve shall be paid over such person to an independent escrow agent to be held by such agent or his successor for such period as such person shall deem advisable for the purpose of applying such reserves to the payment of such liabilities or obligations and, at the expiration of such period, the balance of such reserves, if any, shall be distributed as hereinafter provided;
- (iii) then, to the Partners to the extent of any positive balances in their capital accounts;
- (iv) then, 100% to the Limited Partners until such time as each Limited Partner shall have received distributions of Capital Transaction Proceeds equal to his Aggregate Capital Contribution;
- (v) then, 100% to the General Partners until such time as the General Partners shall have received distributions of Capital Transaction Proceeds sufficient to reduce their Capital Contribution to zero; and
- (vi) then, 40% to the Limited Partners and 60% to the General Partners.

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FOR
KALMAN INVESTMENTS

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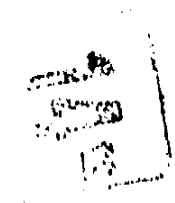
Item 10 - The names and business addresses of all General Partners are as follows:

1. Bernstein, I. Robert
c/o Triple-A Specialty Co.
5750 West 51st Street
Chicago, Illinois 60638
2. Kalman Corporation
5750 West 51st Street
Chicago, Illinois 60638

DEPT-01 RECORDING \$15.00
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