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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."

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) 785-8960

63201134

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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 150 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.

Property of Cook County Clerk's Office

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Exhibit A

Purpose of Partnership

The purposes of the Partnership are to acquire the land and improvements and rehabilitate or construct the residential apartment building in Chicago, Illinois commonly known as 7147 South Jeffery, 7124-34 South Jeffery and 1962 East 71st Street, Chicago, Illinois (the "Project"), to finance such acquisition and rehabilitation or construction through loans, to do all things contemplated by that certain existing commitment from the United States Department of Housing and Urban Development ("HUD"), and all amendments thereto, to insure a first mortgage loan for the Project, and to operate, manage, lease, and otherwise deal with the Project, or portions thereof, as low-income rental housing.

PROPERTY OF COOK COUNTY CLERK'S OFFICE

03/11/1988 04/01/88
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NSA 10/23/89

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Exhibit B

Rights of Termination and Distribution

No general partner may voluntarily withdraw without the consent of the Limited Partner and the Limited Partner may not voluntarily withdraw without the consent of the general partner. No partner has the right to cause a termination of the partnership or demand any distribution with respect to its partnership interest as a result of any such termination.

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851-10239

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