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File 88266863

LP 201

JIM E. FRANK
Secretary of State
State of Illinois

2 5 8 3 8 3

Submit in Duplicate

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

CERTIFICATE OF LIMITED PARTNERSHIP (Illinois limited partnership)

88266863

FILED
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75:00

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: County Line Square Limited Partnership (Note 1)
- The Federal Employer Identification Number (F.E.I.N.): applied for (Note 2)
- This certificate of limited partnership is effective on: (Check one)
 - the filing date, or
 - another date not more than 60 days subsequent to the filing date. Specify: _____
- The limited partnership's registered agent's name and registered office address is:

Registered Agent:	<u>Freedman</u>	<u>Lawrence</u>	<u>M.</u>
	<small>Last Name</small>	<small>First Name</small>	<small>Middle Name</small>
	<u>Ash, Anon, Freedman & Logan</u>		
	<small>Firm Name (if any)</small>		
Registered Office:	<u>77 West Washington Street</u>	<u>1211</u>	
<small>(P.O. Box alone is unacceptable)</small>	<small>Number</small>	<small>Street</small>	<small>Suite #</small>
	<u>Chicago</u>	<u>Cook</u>	<u>Illinois</u>
	<small>City</small>	<small>County</small>	<small>State</small>
			<u>60602</u>
			<small>Zip Code</small>
- The address, including county, of the office at which the records required by Section 104 are to be kept is: Two Mid America Plaza, Suite 714, Oakbrook Terrace, IL 60181 (DuPage County) (Note 3)
- The limited partnership's purpose(s) is: acquire and develop certain property located in the Village of Burr Ridge, Illinois.
- The latest date upon which the limited partnership is to dissolve is: January 2, 2008
- 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.
SEE EXHIBIT "A" ATTACHED HERETO
- The names (last name first) and business addresses of all general partners must be listed:

<u>James P. Avgeris</u>	<u>Two Mid America Plaza, Suite 714</u>
<small>General Partner's Name</small>	<small>Business Address</small> <u>Oakbrook Terrace, IL 60181</u>
<u>Mel G. Holms</u>	<u>Two Mid America Plaza, Suite 714</u>
<small>General Partner's Name</small>	<small>Business Address</small> <u>Oakbrook Terrace, IL 60181</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.

James P. Avgeris
 Signature
James P. Avgeris
 Name (please print or type)

Mel G. Holms
 Signature
Mel G. Holms
 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: 2

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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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Property of Cook County Clerk's Office

Form LP 201

File No. _____

**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 this filing will
be sent to the registered agent of the limited
partnership unless a self-addressed enve-
lope is included.

RETURN TO:

Secretary of State
Corporation Department
Limited Partnership Division
Springfield, Illinois 62756
Telephone (217) 785-8960

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CONTINUED

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

Gerald Kostelny
General Partner's Name

33 West Monroe Street, Chicago, IL
Business Address

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.

Gerald Kostelny
Signature

Gerald Kostelny
Name (please print or type)

DEPT-01 RECORDING 913.00
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COOK COUNTY RECORDER

Property of Cook County Clerk's Office

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COOK COUNTY CLERK
RECORDS SECTION
111 WEST WASHINGTON ST. CHICAGO, ILL. 60601
TELEPHONE 312-603-4000

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~~EXHIBIT "A"~~
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19. Termination and Dissolution

19.1 The Partnership shall be terminated and dissolved upon the first to occur of any of the following events:

19.1.1 The termination date set forth in Paragraph 7.

19.1.2 The sale, exchange, or involuntary conversion of all, or substantially of the non-cash assets of the Partnership.

19.1.3 The acquisition by one partner of all Units of Interest in the Partnership.

19.1.4 The sale to a third party as provided in Section 15.3.

19.2 Upon dissolution, the Partnership shall immediately commence to wind up its affairs. The majority in interest of the General Partners shall in their sole discretion, determine whether to sell or otherwise liquidate any or all of the Partnership assets. It shall be in the sole discretion of the majority in interest of the General Partners to determine on what terms and conditions to sell and at what time and no Limited Partner shall have any right to demand property other than cash.

19.3 As soon as is practicable after the date of dissolution, the remaining assets and/or proceeds of liquidation shall be distributed in the following order of priority:

19.3.1 Payment of all debts, liabilities and expenses of the Partnership, including loans made by any of the Partners.

19.3.2 The creation of reserves, as determined in the sole discretion of the General Partners, for any contingent or unforeseen liabilities or obligations of the Partnership. At such time as the majority in interest of the General Partners determine that any or all of such sums so reserved shall no longer be required, such amounts shall be distributed as hereinafter provided.

19.3.3 The payments as provided in Paragraph 11.2 hereof to the extent same have not been paid as provided therein.

19.3.4 The remainder, if any, shall be distributed in the ratio in which the Units owned by each Partner bear to the total number of Units owned by all of the Partners.

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