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12/2 1989

89453047

ANNUAL REPORT

GENERAL NOT FOR PROFIT CORPORATION ACT

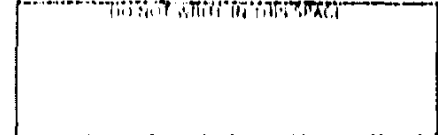
FILE NO. 89453047

SECRETARY OF STATE

SECRETARY OF STATE OF ILLINOIS

Annual Report Filing Fee \$ 5.00

Annual Report with Change of Agent or Office \$10.00



1.) CORPORATE NAME Green Acres Country Club
 REGISTERED AGENT Harold Paddor
 REGISTERED OFFICE 916 Dundee Road
 CITY, STATE, ZIP CODE Northbrook, Illinois 60062

2.) CHANGES ONLY: Registered Agent Bernard A. Schlifke
 Registered Office 303 West Madison St., Suite 1700
 City, County, IL Zip Code Chicago, Cook 60606

Is this corporation a Condominium Association?
 Yes No (Check one)

The above change was duly authorized by resolution of the board of directors. The address of the registered office and the address of the office of the registered agent, as changed, will be identical. THE ADDRESS OF THE REGISTERED OFFICE MUST INCLUDE A STREET NUMBER. A P.O. BOX MAY ONLY BE USED IN ADDITION THERETO.

3.) The above corporation organized under the laws of the state of Illinois, pursuant to the provisions of "The General Not for Profit Corporation Act" of the State of Illinois, hereby makes the following report:

4.) The names and respective addresses of its officers and directors are:

89453047

NAME	OFFICE	NUMBER & STREET	CITY	STATE	ZIP
Lowell Fixler	President	916 Dundee Road	Northbrook, Illinois		60062
Bernard A. Schlifke	Secretary	303 W. Madison St., Suite 1700	Chicago, IL		60606
Lance M. Schiller	Treasurer	916 Dundee Road	Northbrook, Illinois		60062
	Director				
	Director				
	Director				

NOTE: List all directors above or list them on an additional sheet. Illinois corporations must have three directors.

See list of all directors attached hereto and made a part hereof as Exhibit "B".

5.) The following is a brief statement of the character of the affairs which the corporation is actually conducting:

See Exhibit "A" attached hereto and made a part hereof.

6.) If a foreign corporation, the address of its principal office in the state of its incorporation is:

(Number and Street)

(State or Country)

(Please read reverse side of this report before signing below)

Under the penalty of perjury and as an authorized officer, I declare that this annual report and, if applicable, the statement of change of registered agent and/or office, has been examined by me and is, to the best of my knowledge and belief, true and correct, and complete.

BY Lawrence J. Field President 9/21/89

(Authorized Officer's Signature) (Title) (Date)

(Pres. or Officer required if changes listed in 2)

After recording return to:
 Wendy S. Freeman
 c/o Nagelberg, Goodman,
 et al.
 303 W. Madison
 Suite 1700
 Chicago, Ill 60606

ATTEST Bernard A. Schlifke

(Secretary's or Assistant Secretary's Signature) (Title) (Date)

(Secretary or Assistant Secretary required only if changes listed in 2)

THIS REPORT MUST BE SIGNED

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NOTICE

Under the General Not For Profit Corporation Act this Annual Report must be properly executed and filed in the Office of the Secretary of State prior to the first day of the corporation's anniversary month each year. If filed on time, a filing fee of \$5.00 only is required by statute. If filed later, a statutory penalty of \$3.00 must be added.

This pre-addressed Report must be properly completed and submitted to the Office of the Secretary of State.

*Paragraph 1: If any portion of the preprinted information does not agree with your records, you must complete Paragraph 2 or file appropriate amendment in event of corporation name change. The corporation cannot act as its own registered agent. The registered office may be, but need not be, the same as its principal office, but the registered office and the address of the registered agent must be the same and must be located in the State of Illinois. Any subsequent change in the registered office or agent must be reported to the Secretary of State on blanks furnished for that purpose.

*If Paragraph 2 is completed listing a change of registered agent and/or office, an additional \$5.00 fee is required. If the additional fees do not accompany this form, the change cannot be processed.

*The information requested must be given as of the date of the execution of this report.

*This report must be signed by an authorized officer of the corporation.

*If this report is not filed, the corporation, if domestic, is subject to dissolution or if foreign, is subject to having its authority revoked.

DEFINITIONS

"Anniversary" means that day each year exactly one or more years after:

- (1) The date on the certificate of incorporation issued under Section 30 of this Act, in the case of a domestic corporation;
- (2) The date on the certificate of authority issued under Section 72 of this Act, in the case of a foreign corporation.

"Anniversary month" means the month in which the anniversary of the corporation occurs.

EXAMPLE:

If your corporation's Anniversary occurs in:

January
February
March
April
May
June
July
August
September
October
November
December

Report must be filed prior to:

January 1st each year
February 1st each year
March 1st each year
April 1st each year
May 1st each year
June 1st each year
July 1st each year
August 1st each year
September 1st each year
October 1st each year
November 1st each year
December 1st each year

RETURN TO:

Corporation Department
Secretary of State
Springfield, IL 62716
Telephone (312) 782-7608

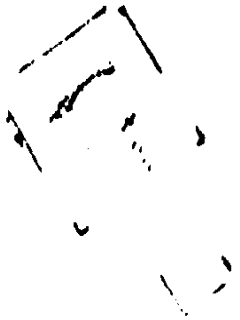
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EXHIBIT "A"

To establish, maintain and conduct a Country Club with suitable grounds for the encouragement of golf and other sports, and the promotion of recreation, good fellowship and social intercourse among its members.

Property of Cook County Clerk's Office



RECORDED
INDEXED
MAY 10 1909
CLERK OF THE COUNTY RECORDS

89-1530-17

89-1530-17

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EXHIBIT "B"

LIST OF DIRECTORS

Lawrence I. Field
916 Dundee Road
Northbrook, IL 60062

Arnold F. Brookstone
916 Dundee Road
Northbrook, IL 60062

Bernard Gassin
916 Dundee Road
Northbrook, IL 60062

Earl Abramson
916 Dundee Road
Northbrook, IL 60062

Solis Dudnick
916 Dundee Road
Northbrook, IL 60062

Howard Slater
916 Dundee Road
Northbrook, IL 60062

Lance Schiller
916 Dundee Road
Northbrook, IL 60062

Harold Schwartz
916 Dundee Road
Northbrook, IL 60062

Harold Paddor
916 Dundee Road
Northbrook, IL 60062

Harold Rosenson
916 Dundee Road
Northbrook, IL 60062

Aaron D. Cushman
916 Dundee Road
Northbrook, IL 60062

Bernard A. Schlifke
916 Dundee Road
Northbrook, IL 60062

Jerry Rosenstone
916 Dundee Road
Northbrook, IL 60062

Hilton Leibow
916 Dundee Road
Northbrook, IL 60062

Lester Morris
916 Dundee Road
Northbrook, IL 60062

Richard Welch
916 Dundee Road
Northbrook, IL 60062

David Rubin
916 Dundee Road
Northbrook, IL 60062

Howard Miller
916 Dundee Road
Northbrook, IL 60062

James Resnick
916 Dundee Road
Northbrook, IL 60062

Lowell S. Fixler
916 Dundee Road
Northbrook, IL 60062

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