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Secretary of State
State of Illinois

LP 202

Submit in Duplicate

\$25 filing fee. (\$75 Restated Certificate) See other side for acceptable forms of payment.

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP (Illinois limited partnership)

89459852

Pursuant to the provisions of the Revised Uniform Limited Partnership Act, the undersigned limited partnership hereby amends its certificate of limited partnership.

- The limited partnership's name is: Martin Oil Marketing, Ltd. (Note 1)
- The limited partnership's file number is: C003526
- The Federal Employer Identification Number (F.E.I.N.) is: 36 3165165 (Note 2)
- The certificate of limited partnership was filed with the Secretary of State's office on: 12/27/88
(month, day, year)
- The certificate of limited partnership is amended as follows: (Check and complete where appropriate)
 - a) Admission of a new general partner (list name, business address and contributions below).
 - b) Withdrawal of a general partner (list name below).
 - c) Change of registered agent and/or registered office (list old name and address and new name and address, labeled as such, below).
 - d) Change in the address of the office at which the records required by Section 201 of the Act are kept (list old address and new address, labeled as such, below).
 - e) Change in the business addresses of general partners (list name and old address and new address, labeled as such, below).
 - f) Change in the partners' total contribution amount (give old and new dollar amounts, labeled as such, below).
 - g) Other (restated certificate? Yes No)
Specify what is being changed from the original certificate and give old and new information, as appropriate, below.

See Schedule A attached hereto and made a part hereof. (OLD INFO)

5. Amendment: (Note 3)


See Schedule B attached hereto and made a part hereof. (NEW INFO)

If additional space is needed, the amendment must be continued on a 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.

The original certificate of amendment must be signed by at least one general partner and all new general partners designated.

General Partner:
MARTIN MARKETING CORPORATION


Thomas A. Floyd
Vice President, Finance

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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Form LP 202

File No. C003526

PLEASE RETURN TO:
PATRICIA ANN KRAUSE
BOX 289

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP

Filing Fee \$25
(Restated Certificate \$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
envelope is included.

RETURN TO:

Secretary of State
Corporation Department
Limited Partnership Division
Springfield, Illinois 62756
Telephone (217) 785-6960

Property of Cook County Clerk's Office

NOTES

- Note 1: State the true and exact name of the limited partnership as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.
- 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 the certificate of limited partnership.
- Note 3: All applicable information regarding the amendment, both old and new, must be given and clearly labeled.

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SCHEDULE A TO CERTIFICATE OF AMENDMENT TO
THE CERTIFICATE OF LIMITED PARTNERSHIP OF
MARTIN OIL MARKETING, LTD.

1. The information set forth in Item 8 of the Certificate of Limited Partnership of Martin Oil Marketing, Ltd. (the "Certificate") as previously on file with the Illinois Secretary of State is as follows:

2. 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 \$14,980,685.93.

3. The information set forth in Item 9 of the Certificate as previously on file with the Illinois Secretary of State is as follows:

9. The partnership shall continue until December 31, 2021, or until the occurrence of one or more of the following events: (a) the withdrawal, disposition of interest, removal, resignation, liquidation, dissolution, filing of a petition for reorganization, assignment for the benefit of creditors, adjudication of bankruptcy of the General Partner, its written admission that it is unable to pay its debts when due, or any other event of withdrawal under the Revised Uniform Limited Partnership Act (the "Act"), but only if such event is not followed by the exercise of an election by all the Partners to continue the Partnership under Section 9 of the Agreement of Limited Partnership, as amended and restated, by and among all of the Partners (the "Partnership Agreement"); (b) the vote of Partners holding at least fifty-one percent (51%) of all the Partnership Interests to dissolve the Partnership prior to the end of its term; (c) upon the sale or other disposition of all or substantially all the assets of the Partnership; or (d) upon the occurrence of any other event which would cause dissolution under the Act.

Upon the termination and winding up of the Partnership, the assets of the Partnership shall be distributed as follows: (x) to creditors of the Partnership, including Partners who are creditors, to the extent permitted by law, in satisfaction of liabilities of the Partnership other than liabilities for distributions to Partners; and (y) to the Partners in an amount equal to their capital contributions to the Partnership. Any remaining amounts shall be distributed to the Partners pro rata according to their percentage interests.

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SCHEDULE B TO CERTIFICATE OF AMENDMENT TO
THE CERTIFICATE OF LIMITED PARTNERSHIP OF
MARTIN OIL MARKETING, LTD.

1. The information set forth in Item 8 of the Certificate of Limited Partnership of Martin Oil Marketing, Ltd. (the "Certificate") as previously on file with the Illinois Secretary of State is amended in its entirety to read as follows:

8. 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 \$19,324,149.93.

2. The information set forth in Item 9 of the Certificate as previously on file with the Illinois Secretary of State is amended in its entirety to read as follows:

9. The Partnership shall continue until December 31, 2021, or until the occurrence of one or more of the following events: (a) the withdrawal, disposition of interest, removal or any other event of withdrawal of the General Partner under the Revised Uniform Limited Partnership Act (the "Act"), but only if there is no remaining General Partner and if such event is not followed by the exercise of an election by all the Partners to continue the Partnership under Section 9 of the Agreement of Limited Partnership, as amended and restated, by and among all of the Partners; (b) the vote of Partners holding at least sixty-seven percent (67%) of all the Percentage Interests to dissolve the Partnership prior to the end of its term; (c) upon the sale or other disposition of all or substantially all the assets of the Partnership; or (d) upon the occurrence of any other event which would cause dissolution under the Act.

Upon the termination and winding up of the Partnership, the assets of the Partnership shall be distributed as follows: (x) to creditors of the Partnership, including Partners who are creditors, to the extent permitted by law, in satisfaction of liabilities of the Partnership, other than liabilities for distributions to Partners; and (y) to the Partners in an amount equal to their capital contributions to the Partnership. Any remaining amounts shall be distributed to the Partners pro rata according to their Percentage Interest.

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