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

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JIM EDGAR
Secretary of State
State of Illinois

89008092

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.

- 1. The limited partnership's name is: JCB II Limited Partnership
- 2. The Federal Employer Identification Number (F.E.I.N.) is: 36-3357587 (Note 1)
- 3. The limited partnership's registered agent's name and registered office address is:

Registered Agent: Korman Thomas A.
 Last Name First Name Middle Name

Gould & Ratner
 Firm Name (if any)

Registered Office: 222 N. LaSalle Street 800
 (P.O. Box alone Number Street Suite #
 is unacceptable) Chicago Cook Illinois 60601
 City County State Zip Code

- 4. The office address, including county, at which the records required by Section 104 are to be kept is:
211 West Wacker Drive, Suite 750, Chicago (Cook), Illinois 60606 (Note 2)

5. The limited partnership's purpose(s) is: Real estate development, investment and management
652

6. The latest date upon which the limited partnership is to dissolve is: December 31, 2030

7. The county in which the preexisting limited partnership's original certificate of limited partnership was filed is: Cook
 Recording date: 7/2/84 Document Book & Page No.: 27155249

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: \$ 100.00

9. 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 attached sheet

10. 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.

See attached sheet

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.

211 WEST WACKER DEVELOPMENT VENTURE

By: [Signature]
 Signature
William D. Hoag, General Partner
 Name (please print or type)

 Signature
 Name (please print or type)

 Signature
 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: 1

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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

CLM/31

Property of Cook County Clerk's Office

Handwritten signature



AFTER RECORDING RETURN TO:
Elizabeth E. Bulaško
Gould & Ratner
222 North LaSalle Street
Chicago, Illinois 60601

NOTES

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.

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CONTINUATION SHEET FOR
CERTIFICATE OF LIMITED PARTNERSHIP FORM LP1205
OF JCB II LIMITED PARTNERSHIP

This Continuation Sheet is attached to and made a part of the Certificate of Limited Partnership for JCB II Limited Partnership.

9. No Partner has the right to withdraw from the Partnership prior to the dissolution and liquidation of the Partnership except that (i) the General Partner may sell, assign or transfer its interest in the Partnership upon such conditions as are set forth in the Agreement of Limited Partnership and (ii) the Limited Partner may assign its interest in the Partnership but only upon the consent of the General Partner and such other conditions as are set forth in the Agreement of Limited Partnership. Upon the dissolution and termination of the Partnership, proceeds shall be distributed among the Partners in accordance with the Agreement of Limited Partnership.

10. The name and business address of the sole general partner is:

211 West Wacker Development Venture
211 West Wacker Drive, Suite 750
Chicago, Illinois 60605

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COOK COUNTY RECORDER

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