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LP 1205

JIM EDGAR
Secretary of State
State of Illinois

Submit in Duplicate

89005093

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

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.

- The limited partnership's name is: 211 Limited Partnership
- The Federal Employer Identification Number (F.E.I.N.) is: 36-3278857 (Note 1)
- The limited partnership's registered agent's name and registered office address is:

Registered Agent:	<u>Korman</u>	<u>Thomas</u>	<u>A.</u>
	Last Name	First Name	Middle Name
	<u>Gould & Ratner</u>		
	Firm Name (if any)		
Registered Office:	<u>222 N. LaSalle Street</u>	<u>800</u>	
(P.O. Box alone is unacceptable)	Number	Street	Suite #
	<u>Chicago</u>	<u>Cook</u>	<u>Illinois</u>
	City	County	Zip Code
			<u>60601</u>

- 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)
 - The limited partnership's purpose(s) is: Real estate development, investment and management 6552
 - The latest date upon which the limited partnership is to dissolve is: December 31, 2030
 - The county in which the preexisting limited partnership's original certificate of limited partnership was filed is: Cook
Recording date: 3/4/86 Document of Book & Page No.: 86085590
 - 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: \$ 142,000.00
 - A brief statement of the partners' membership termination and distribution rights, if any. One 8-1/2" x 11" sheet of 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 Secretary of State office.
See attached sheet
 - 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.

FINBACK LIMITED PARTNERSHIP
By: JCB II LIMITED PARTNERSHIP,
Signature GENERAL PARTNER
By: 211 WEST WACKER DEVELOPMENT

Signature
Name (please print or type)

Name (please print or type)
VENTURE, General Partner
By: [Signature]

Signature
Name (please print or type)

Signature William D. Hoag, General Partner
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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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) 785-6960

FORM 33080068

Property of Cook County Clerk's Office

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COOK COUNTY RECORDER



AFTER RECORDING RETURN TO:
Elizabeth E. Bulesko
Gould & Ratner
222 North LaSalle Street
Chicago, Illinois 60604

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 211 LIMITED PARTNERSHIP

This Continuation Sheet is attached to and made a part of the Certificate of Limited Partnership for 211 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 Partners may assign their interests 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 their respective positive capital account balances.

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

Finback Limited Partnership
211 West Wacker Drive, Suite 750
Chicago, Illinois 60605

Cook County Clerk's Office

89008393