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LP-1205

JIM EDGAR
Secretary of State
State of Illinois

89011013

Submit in Duplicate

\$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)

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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: 440 North Wells Building Partnership
- The Federal Employer Identification Number (F.E.I.N.) is: 36-3222427 (Note 1)
- The limited partnership's registered agent's name and registered office address is:
Registered Agent: Schuman, Stanton
Last Name First Name Middle Name
Foss, Schuman, Drake & Barnard
Firm Name (if any)
Registered Office: 11 S. La Salle Street 1100
(P.O. Box alone Number Street Suite #
Is unacceptable) Chicago Cook Illinois 60603
City County Zip Code
- The office address, including county, at which the records required by Section 104 are to be kept is:
200 W. Hubbard Street, Chicago, IL 60610
Cook County (Note 2)
- The limited partnership's purpose(s) is: Acquire, own, develop, lease and otherwise deal
with the property at 440 N. Wells Street, Chicago, Illinois.
- The latest date upon which the limited partnership is to dissolve is: December 31, 1993 except as extended with written consent of general partners and 50% interest of limited partners
- The county in which the preexisting limited partnership's original certificate of limited partnership was filed is: Cook
Recording date: Dec 27, 1982 Document of Book & Page No.: 2641947
- 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: \$ 4,000,000
- 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.
- 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.

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.

Howard Ecker
Signature
HOWARD ECKER
Name (please print or type)

SCHAL ASSOCIATES, INC.
BY: Scott Wise
Signature
Scott Wise, Secretary
Name (please print or type)

Michael Silver
Signature
MICHAEL SILVER
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: 2

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9. STATEMENTS OF DISTRIBUTIONS AND TERMINATIONS

Net cash flow is to be distributed to all the partners at the end of each calendar year in proportion to their percentage interest in the partnership.

Transfers of interest of limited partners may be made with the consent of Schal Associates, Inc. and one other general partner.

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10.

LIST OF GENERAL PARTNERS
SCHAL ASSOCIATES, INC.
200 W. HUBBARD STREET
CHICAGO, IL 60610

Howard Ecker
400 N. State Street
Suite 400
Chicago, IL 60614

Michael Silver
321 N. Clark Street
Suite 1060
Chicago, IL 60610

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