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LP 1205

JIM EDGAR
Secretary of State
State of Illinois

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)

30049180

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: Golf-Skokie Associates I
- The Federal Employer Identification Number (F.E.I.N.) is: 36-3342567 (Note 1)

- The limited partnership's registered agent's name and registered office address is:

Registered Agent:	<u>Rosenberg</u>	<u>Sheli</u>	<u>Z.</u>
	Last Name	First Name	Middle Name
	<u>Rosenberg, Liebenritt & Associates, P.C.</u>		
	Firm Name (if any)		

Registered Office:	<u>2 N. Riverside Plaza</u>	<u>600</u>
(P.O. Box alone is unacceptable)	Number	Suite #
	<u>Chicago</u>	<u>60606</u>
	City	Zip Code
	<u>Cook</u>	<u>Illinois</u>
	County	State

- The office address, including county, at which the records required by Section 104 are to be kept is:
2 N. Riverside Plaza, Suite 600, Chicago, Illinois 60606 (Note 2)
- The limited partnership's purpose(s) is: 6511, 6520, 6531, 6552

- The latest date upon which the limited partnership is to dissolve is: December 31, 2050

- The county in which the preexisting limited partnership's original certificate of limited partnership was filed is: Cook
Recording date: 1/21/86 Document of Book & Page No.: 8602503

- 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: \$ 10,350,000

- 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.

Samuel Zell, Robert Lurie General Partners
an Illinois general partnership

Signature

Signature

Name (please print or type)

By: Robert Lurie
Name (please print or type)

Robert Lurie, General Partner

Signature

Signature

Name (please print or type)

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

08161006

Property of Cook County Clerk's Office

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.

NOTES

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COOK COUNTY RECORDER
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CERTIFICATE TO BE GOVERNED BY
THE REVISED UNIFORM LIMITED PARTNERSHIP ACT

GOLF-SKOKIE ASSOCIATES I

9. The General Partner may, at any time without the approval of the Limited Partners, substitute in its stead as a General Partner or admit as an additional General Partner, a partnership, the general partners of which are Samuel Zell of Chicago, Illinois and Robert Lurie of Winnetka, Illinois, or any other entity which is owned or controlled by either of them or, Samuel Zell and/or Robert Lurie individually. Except as provided above, the General Partner may not assign its interest in the Partnership. A Limited Partner or any substituted Limited Partner may not, without the prior written consent of the General Partner (which consent may be given or withheld in the sole discretion of the General Partner), sell, assign, pledge or otherwise transfer all or any part of his interest in the Partnership except by operation of law, gift, outright or in trust, or by sale, to or for the benefit of his spouse and decendants. In the event of the liquidation and dissolution of the Partnership for any reason, after the payment of or provision for creditors and the establishment of a reserve, then to the Partners in respect of any bona fide loans made by Partners to the Partnership and evidenced by a note or notes duly executed by the Partnership, then any balance remaining shall be distributed to the Partners in accordance with Paragraph 8C of the Partnership Agreement.

10. The General Partner of the Partnership is:

Samuel Zell, Robert Lurie General Partners, an Illinois
general partnership
2 N. Riverside Plaza
Suite 600
Chicago, IL 60606

30049180

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THE REVISED UNIFORM LIMITED PARTNERSHIP ACT
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THE PARTNERSHIP AGREEMENT

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08:58:06

This document was prepared by
Ann Schneider
Rosenberg, Liebman & Associates, P.C.
Two North Riverside Plaza, Suite 1600
Chicago, Illinois 60604

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