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LP 201

JIM EDGAR
Secretary of State
State of Illinois

90379151

Submit in Duplicate

\$75.00 filing fee. See other side
for acceptable forms of payment.

CERTIFICATE OF LIMITED PARTNERSHIP (Illinois limited partnership)

CO05592 SOSIL 08/06/90
75.00 10 0000008017 FILED

Pursuant to the provisions of the Revised Uniform Limited Partnership Act, the undersigned general partners hereby form the limited partnership named below:

1. The limited partnership's name is: Adelphi Enterprises Limited Partnership (Note 1)

2. The Federal Employer Identification Number (F.E.I.N.) is: 36-3718123 (Note 2)

3. This certificate of limited partnership is effective on: (Check one)

a) the filing date, or

b) another date not more than 60 days subsequent to the filing date. Specify: _____

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

Registered Agent: Adelphi Management Company

Last Name

First Name

Middle Name

Firm Name (if any)

Registered Office: 2000 North Waukegan Road

(P.O. Box alone
is unacceptable)

Number

Street

Suite #

Glenview
City

Cook
County

Illinois

60025

Zip Code

5. The address, including county, of the office at which the records required by Section 104 are to be kept is:

2000 North Waukegan Road

Glenview, Illinois 60025 (Cook County)

(Note 3)

6. The limited partnership's purpose(s) is: The transaction of any and all lawful purposes for which a limited partnership may carry on in the State of Illinois

7. The latest date upon which the limited partnership is to dissolve is: December 31, 2020

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: \$ 1,142,000

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.

10. The names (last name first) and business addresses of all general partners must be listed:

Adelphi Management Company

General Partner's Name

2000 North Waukegan Road

Business Address

by Joseph John Brodemann, Pres.

Glenview, Illinois

General Partner's Name

Business Address

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

All general partners are required to sign the certificate of limited partnership.

Joseph John Brodemann, Pres.
Signature

by Joseph John Brodemann, Pres.
Name (please print or type)

Signature

Name (please print or type)

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: _____

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File No.

Form LP 201

CERTIFICATE OF LIMITED PARTNERSHIP

Filing Fee \$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) 785-8960

Property of Cook County Clerk's Office

- NOTES**
- Note 1: The name of the limited partnership must contain, without abbreviation, the words "limited partnership."
 - 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 this certificate.
 - Note 3: If this office is outside of Illinois, it must be the limited partnership's principal place of business.

CUP 31

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DEPT-01 RECORDING 88/06/90 13:35:00
151111 TRAN 3158
COOK COUNTY RECORDER
151111 88/06/90 13:35:00
\$14.25

151C44306

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Item 9.

4.2 Distributions; Net Cash From Sales or Refinancing.
Except as provided in Section 11.2 hereof, relating to the dissolution of the Partnership, all Net Cash From Sales or Refinancings, if any, shall be distributed, from time to time as determined by the General Partner, to the Partners in proportion to their Percentage Interests.

* * * * *

11.2 Winding Up. Upon a dissolution of the Partnership, the Partners shall take full account of the Partnership's liabilities and Property and the Property shall be liquidated as promptly as is consistent with obtaining the fair value thereof, and the proceeds therefrom, to the extent sufficient therefor, shall be applied and distributed in the following order:

(a) To the payment and discharge of all of the Partnership's debts and liabilities, including the establishment of any necessary reserves;

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(b) Second, to the Partners in proportion to their Percentage Interests, provided, however, that no distribution shall be made pursuant to this Section 11.2(c) that creates or increases a Capital Account deficit for any Limited Partner which exceeds such Limited Partner's obligation to restore such deficit, determined as follows: Distributions shall first be determined tentatively pursuant to this Section 11.2(b) without regard to the Limited Partner's Capital Accounts, and then the allocation provisions of Section 3 shall be applied tentatively as if such tentative distributions had been made. If any Limited Partner shall thereby have a deficit Capital Account which exceeds his obligation to restore such deficit, the actual distribution to such Limited Partner pursuant to this Section 11.2(b) shall be equal to the tentative distribution to such Limited Partner less the amount of the excess to such Limited Partner; and

(c) The balance, if any, to the Partners in accordance with their Capital Accounts.

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RETURN TO:

STEVEN JAY KATZ
205 W Wacker Drive
Chicago IL 60606
Suite 2000