this form. Number of additional pages:

SUBMIT IN DUPLICATE

Secretary of State 3

\$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)

below is governed by	• "			Ğ.	1348124	• •
1. The limited partner	ership's name is	Belhaven Associ	ates, Ltd	·		
2. The Federal Emp	loyer Identification	on Number (F.E.I.N.) is: _	36-3331666	·		(No
3. The limited partner	ership's registere	d agent's name and regis	tered office address	s is:		
Registered Agent.	Mangum,	Ronald Scott	···	···_····		
•	last Name		First Name	. DEPT-01 REC	Middle Name	1
	Managum,	Smietanka & Johr	son	. I#3333 IR/	N 5318 07/12/9	
	Firm Nants (If a	any)		43449-#-C	WTV PECOPOED	481
Registered Office:	35 E. W	ecker Drive		- COUR COE	INTY RECORDER #2130	
(P.O. Box alone Is unacceptable)	Number	Ox	Street		Suite #	
	Chicago City		Cook County	illinois	60601 Zip Code	
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		nty, at which the records	required by Section	104 are to be kept	t is:	
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Chicago, Il	linois	Cook County 606	713			<u>ـــن (۱۹۵</u>
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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. and the second control

Note 2: If this office is outside of Illinois, it must be the limited partnership's principal place of business.

Note 3: If a corporation acts as a general partner, the name and state of incorporation shall be shown and the execution shall be by an officer.

DO NOT SEND CASH

Cashler's Check, Illinols Attorney's Check Illinols C.P.A.'s Check or Money Order

Payable to "Secretary of State."

Payment must be made by Certifled Check

be sent to the registered agent of the limited All correspondence regarding this filling wil Partnership unless lope is included.

RETURN TO:

ी क्षेत्र कृत्यानामा हो। तस्यो काम्मद्रान्तमानामा विद्यापनामानामा स्थापनामानामा । इत्यानिक कृत्यानामा हो। तस्यो काम्मद्रान्तमानामा विद्यापनामानामा स्थापनामानामा

Department of Business Services Limited Partnership Division Secretary of State Room 330 Centennia

File No.

CERTIFICATE TO BE GOVERNED

- 8.0 <u>Dissolution and Termination</u>. Notwithstanding anything to the contrary herein, and in addition to any other act of dissolution arising by operation of law or otherwise, the Partnership shall be dissolved:
 - (a) with the written consent of (i) seventy-five percent (75%) of the interest of the General Partners and (ii) seventy-five percent (75%) of the interest of the Limited Partners;
 - (b) upon the sale of all or substantially all of the Partnership property; provided, however, that a sale of all or substantially all of the Partnership property where pursuant to the terms thereof, payment to the Partnership of all or a portion of the sales price is delayed ("Delayed Payment Sale"), shall not be deemed a sale of all of substantially all of the Partnership property which shall cause a dissolution of the Partnership; or
 - (c) upon the written direction of a majority in interest of the General Partners at any time after (i) a Delayed Payment Sale; (ii) 24 months after the date of filing this Certificate if within that period the Partnership does not acquire land and begin to construct a nursing hows thereon; (iii) substantially all of the Nursing Hows is sold, exchanged, gifted or otherwise transferred and after such transfer the Partnership is not the lessor of the Nursing Home; or (iv) the Nursing Home shall have been closed (after beginning operations) for any reason, voluntarily or involuntarily, for a period of 24 consecutive months, provided the Partnership shall not at the time of termination have any contractual obligations with respect to the continued operation and management of the Nursing Home.

Upon dissolution of the Partnership, the Partnership affairs shall be wound up with reasonable prospenses and upon said winding up, the assets of the Partnership remaining after payment (or adequate provision for the payment) of all liabilities (including, without limitation, all loans made to the Partnership by any Partner) of the Partnership and remaining after application, if any, of the provisions of Section 4.0 and Section 4.2 (said Sections shall be applied before applying this Section) shall be distributed as follows:

(d) that portion of the assets which is not in excess of the then Current Capital shall be distributed to those persons who are Partners at the time of distribution, with each such Partner receiving that necentage of said distribution which is equal to the

percentage his capital contributions is of the aggregate capital contributions of all the Partners;

(e) the balance, if any, shall be distributed to those persons who are Partners at the time of distribution, with each such Partner receiving that percentage of said distribution which is equal to his Partnership Percentage at the time of distribution.

The General Partners may (but shall not be required) in making distributions under this Section to distribute property other than cash to the Limited Partners and/or themselves.

1338124

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Property of Cook County Clerk's Office

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BELHAVEN ASSOCIATES, LTD. ATTACHMENT 2 TO FORM LP 1205

LINE 10. The name and business address of the sole General Partner of Belhaven Associates, Ltd., is:

Haskell, Richard
6300 N. River Road
Des Plaines, IL 60018

Record and Retorn To:

MANGUN, SMIETANKA B JOHNSON BERET WACKER DRIVE SMITE IRXI CHIDAGO, ILLINOIS BOXY

UNOFFICIAL COPY

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